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EUROPEAN NEWS

World Bank loan held up by Bucharest riots

By Judy Dempsey in Bucharest

A \$300m World Bank loan, due to be granted to Romania next month, has been postponed because of the miners' riots in Bucharest last week.

Mr Mugur Isarescu, head of the central bank, said yesterday. Without financial assistance from western institutions, he said, any new transitional government would find it difficult to press ahead with economic reforms.

The structural adjustment loan would have facilitated the internal convertibility of the lei, the unit of currency. Mr Isarescu had been due on Saturday to unveil a monetary reform package leading to the lei's internal convertibility but this was also put off because of the riots which toppled Mr Petre Roman's government.

Mr Isarescu did not say when the World Bank would resume negotiations for the

loan, nor was he certain if the first tranche of \$900m in grants and loans from the Group of 24 countries, agreed this year and due to be released finally in November, would go ahead.

Discussions on a broad-based coalition government are already running into difficulties over who should become prime minister. President Ion Iliescu yesterday continued negotiations with the country's main political parties.

Mr Isarescu said the population had not been prepared for the government's reforms, partly because the media did not explain them and partly because people were set against another period of privatisation after decades of suffering under Ceausescu.

The government had been under pressure from the International Monetary Fund to liberalise prices and lift subsidies

on food and other consumer items in order to obtain IMF credits, and had not concentrated enough on providing a social safety net.

"The IMF was one of the few financial institutions which was prepared to lend to us. We desperately needed those credits to make the difficult transition to the market economy," he said. The implication is that any Romanian government is going to be caught between the demands of the IMF and the need to pacify a volatile population unprepared for the vicissitudes of the market economy.

Mr Isarescu said the new leaders would have to think hard about the pace of reform. "Under such circumstances, sections of the population can be manipulated both by the far left and the far right," he said, adding that Romania's reforms were now "in a vicious circle".



ANGRY DUTCH farmers trapped European Community agriculture ministers in a luxury rural hotel for several hours yesterday, then dug up the grounds with tractors and sprayed manure in protest against plans to cut the soaring cost of the Community's agricultural policies, Reuter reports from Amsterdam.

Farmers scuffled with police, and two were arrested as they sprayed manure and seeds and turned the wheels of their tractors in the grounds of the hotel in the northern village of Beetssterwaag, a Reuter photographer said. About 200 farmers surrounded the hotel at 5am demanding to speak to several of the ministers before today's informal EC meeting in Leeuwarden. Most of the EC party was allowed to leave on foot for a tour of agricultural sites after two officials agreed to hear the farmers' demands. Up to 200,000 French farmers demonstrated in Paris on Sunday against EC farm reforms which would impose output quotas and subsidise incomes instead of production.

Cyprus hurdle cleared for EC-Turkey talks

THE European Community cleared the way yesterday for the first formal talks with Turkey for five years when foreign ministers from the 12 member states agreed a statement on Cyprus to put to their Turkish counterpart, Reuter reports from Brussels.

The wording of the EC statement was slightly toughened at the insistence of Greece, Turkey's traditional adversary, but Turkish and EC diplomats said the EC-Turkey Association Council meeting would go ahead as planned yesterday evening.

The last time the council attempted to meet in 1988, Turkey boycotted the talks on learning Cyprus would be mentioned at Greece's insistence - in the Community's opening statement.

Symbolising the desire of the EC to improve Turkish ties, Mediterranean affairs commissioner Abel Matutes and Turkish foreign minister Turgut Ozal signed a joint declaration in the morning. Turkey alone recognises a self-proclaimed Turkish-Cypriot state protected since 1974 by Turkish troops in the northern third of the island.

In a separate statement, Mr Samaras said Greece would continue to impede the development of Turkish-EC relations for as long as the Cyprus problem was not solved. He said Greece opposed the unfreezing of the fourth financial protocol, worth \$720m, which has been blocked since 1981, or the inclusion of Turkey in expanded EC Mediterranean aid policies.

EC agrees on pacts with E European states

By David Buchan in Brussels

THE EC yesterday paved the way for Poland, Hungary and Czechoslovakia to sign association agreements with Brussels, with the prospect of free trade within 10 years and eventual EC membership.

The breakthrough came when France bowed to pressure from its EC partners and dropped its opposition to improved access to the EC market for meat from central Europe which has been piling

up in cold stores since the Soviet Union stopped being able to buy it this year.

France won a commitment that the EC would first do its best to offset the extra cost on the Soviet market and that only if this failed would the EC take it.

The Poles and Hungarians had threatened to ditch their EC negotiations unless they got extra EC market access for food products.

Italy set to approve 1992 budget

By Robert Graham in Rome

THE ITALIAN government was last night set to approve a 1992 budget with only token gestures to tackle the mounting public sector deficit.

The budget aims to hold down the public sector deficit to L127,000bn (\$58bn) by finding an extra L57,000bn (\$24bn) through increased tax receipts and accelerated privatisation.

Discussion of the budget has emphasised the divisions within the four-party Christian Democrat-led coalition. The compromise is expected to reflect few of the measures needed to bring Italy's public finances into line with its European Community partners.

The main measures are expected to be a tax pardon for 1986-1990 in return for a lump payment, an increase in health prescription charges and privatisations, and reduced health outlays and cuts on public sector wages next year, to a 4.5 per cent ceiling.

Croatia to continue independence drive

CROATIA'S foreign minister yesterday ruled out any further delay in the breakaway Yugoslav republic's move towards independence, Reuter reports from Zagreb.

At a news conference in Zagreb, Mr Zvonimir Separovic said the Croatian government would not extend a three-month moratorium on its quest for state sovereignty that was agreed with the European Community and expires on October 7.

"We will not accept any prolongation of the moratorium. We are going to go on with our

independence," Mr Separovic said. He was speaking as EC foreign ministers met in The Hague amid reports that they might ask Croatia and neighbouring Slovenia to extend the moratorium to provide more time for peace negotiations to settle the Yugoslav crisis. Both republics declared independence on June 25 but delayed implementation under an accord reached with the EC.

"It's hard to bargain what decision is going to be made in The Hague but we believe that such a decision would be

unjustified," Mr Separovic said when asked how Zagreb would react to a request to delay independence further.

He said Croatia would open embassies in the Baltic states and in Slovenia as soon as it had formally proclaimed independence.

A session of the Croatian parliament is scheduled for October 8 and 9. Mr Separovic said Croatian President Franjo Tudjman had written to the EC foreign ministers in The Hague, asking them to press the Yugoslav army and Serbian irregulars to

leave Croatian soil. "We demand that Europe puts pressure on the army to withdraw not only to barracks but [also] out of Croatia," he said.

"Also the other formations [Serbian guerrillas] that infiltrated Croatian territory illegally," he added.

Asked to comment on reports that two columns of federal troops had left the Yugoslav capital Belgrade yesterday in the direction of Croatia, he said: "We cannot tell what is going to happen in the next 48 hours, but the situation is very serious."

Civil servants to strike

EUROPEAN Community civil servants are set to renew industrial action - dormant for the last two or three months - with a two-day strike, starting tomorrow, in defence of their salary package, Andrew Hill writes from Brussels.

Union representatives were yesterday meeting the Dutch, who are chief negotiators. Mr Lock Blinowski, secretary-general of the European

Civil Servants' Federation, said that although there was "some sign of movement" in the meeting, it was likely that the EC institutions' 25,000 civil servants would be asked to strike tomorrow and Thursday.

Civil servants want to retain the method used to calculate their salaries, linked to the average wage increase of the EC's national civil servants and to the average EC inflation rate.

Role for WEU in Yugoslavia peace process

THE Western European Union defence organisation was yesterday put at the disposal of the EC-run peace conference on Yugoslavia, in a decision which brings closer the prospect of the EC sponsoring the sending of peace-keeping troops, David Gardner reports from Brussels.

Lord Carrington, the former UK foreign secretary who chairs the conference, is now virtually empowered to convene the WEU if and when he judges that it could reinforce the peace process. Such a meeting could be called "at a few hours notice", said Mr Hans-Dietrich Genscher, the Ger-

man foreign minister presiding over the WEU. "The WEU is putting itself at the service of the peace conference."

Defence ministers of the WEU, to which nine of the EC 12 belong, met in Brussels yesterday alongside Community foreign ministers, to consider a WEU-prepared list of options the two groupings agreed to draw up on September 19. These are: to reinforce the 90 or so EC monitors in Croatia logistically; to provide them with armed "escort and protection"; to send a lightly armed peace-keeping force to Croatia (of 5,000-6,000 troops); or to send a

full-fledged peace-keeping force of 25,000-50,000 troops.

The UK was alone in opposing all four options although it was agreed that all but the first would require the consent of all the Yugoslav parties and a ceasefire with some prospect of holding. "It depends on the situation," a senior British diplomat said, "but as of now we have very strong reservations about any of that."

France argued that the EC-WEU - a tandem it sees as the germ of an emerging European defence identity - should push for a full-blooded peace-keeping force.

The Financial Times (Europe) Ltd. Published by The Financial Times (Europe) Ltd., Frankfurt, Britain. (Görlitzerstrasse 54, 6000 Frankfurt-am-Main 1. Telephone 069-75980; Fax 069-72267; Telex 416193) represented by E. Hugo, Frankfurt/Main, and, as members of the Board of Directors, R.A.F. McClean, G.T.S. Damer, A.C. Müller, D.E.P. Palmer, London. Printer: Druck Vertrieb und Marketing GmbH, Frankfurt. Responsible editor: Richard Lambert, Financial Times, Number One Southwark Bridge, London SE1 9HL. The Financial Times Ltd. 1991.

Registered office: Number One, Southwark Bridge, London SE1 9HL. Company incorporated under the laws of England and Wales. Chairman: D.E.P. Palmer. Main shareholders: The Financial Times Limited, The Financial News Limited. Publishing director: J. Riley, 168 Rue de Rivoli, 75004 Paris Cedex 01. Tel: (01) 4297 0621; Fax: (01) 4297 0629. Editor: Richard Lambert. Printer: SA Nord Editeur, 15/21 Rue de Caen, 39100 Roubaix Cedex 1. ISSN: ISSN 1148-2753. Commission Paritaire No 6780SD.

Financial Times (Scandinavia) Vennskabet A/S, DK-1161 Copenhagen-K, Denmark. Telephone (33) 13 44 41. Fax (33) 935335.

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Chemical protective clothing made from TYVEK (Photo: Hoffmann-La Roche Inc.)

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the majority of professional firemen are equipped with NOMEX III. So are an increasing number in Germany. In Italy, all 25,000 members of the national fire service are equipped with protective garments made from NOMEX III. And many military aircraft pilots and car racing drivers wear overalls made from NOMEX III.

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Study predicts increasing Japanese competition

W Europe car market growth set to slow

By Kevin Done, Motor Industry Correspondent

GROWTH in the western European car market in the 1990s is expected to slow significantly from the levels of the 1980s, and western European car makers' share of the expansion will contract in the face of increasing Japanese competition according to a report published yesterday.

The study, Year 2000 And Beyond - The Car Marketing Challenge in Europe, also says Europe's car distribution methods are "fragmented" and "fundamentally flawed".

The report, published by Ludvigsen Associates, the UK-based automotive analysts, is critical of car manufacturers' policies towards their dealers and claims that their "publicly-stated dedication" to the selective dealer franchise system is contradicted by their own marketing and sales policies.

It estimates that as many as 40 per cent of the cars sold in western Europe pass through channels outside the control of the franchised main dealers as a result of the makers' growing direct involvement in car sales and business fleet trading.

The study forecasts that growth in western European

new car sales will slow to around 2.4 per cent a year in the 1990s from the 3.4 per cent a year growth in the whole of the 1980s and the 4.5 per cent annual expansion in new car registrations from 1985 to 1990.

The growth available to the traditional western European car makers (including Ford of Europe and GM Europe) is estimated at a much lower average rate of 1.3-1.4 per cent a year, however, as Japanese brands begin to take more than half of any growth in the market.

The report forecasts a rise in the overall western European new car market to 18.1m in 2000 from 13.25m last year. The share of the Japanese producers is forecast at 17.5-19.1 per cent in the year 2000, compared with 11.6 per cent last year, depending on the rate at which Japanese car makers expand their local European output.

The report suggests that the car plants under development by Japanese car makers in western Europe and by western car makers in eastern Europe will contribute to "significant levels of overcapacity in the European market place". It forecasts that the over-

capacity could amount to 21 per cent or 3.6m units by the end of the 1990s. "Considerable market instability will result. Closure of several older and uncompetitive major production plants will be inevitable."

The study claims that the cost of selling a car - distribution, sales and marketing costs - in Europe range typically from 30 to 35 per cent of the net, pre-tax price of a car. It says car makers and importers are concentrating on reducing this "mammoth unproductive overhead".

The Ludvigsen report says the European car retail network, with 59,000 franchised outlets and at least another 49,000 sub-dealers, is "high-cost and excessively dense", with an average sales rate of 122 cars per dealer each year, only a third of the rate in the US.

With only limited growth forecast for the 1990s, western European car makers must make "sharp improvements" in distribution efficiency.

Year 2000 And Beyond - The Car Marketing Challenge in Europe. Euromotor Reports, 105/106 New Bond Street, London, W1Y 9LG. Price £1,750.

Georgian talks hit deadlock

SUPPORTERS and opponents of Georgian President Mr Zviad Gamsakhurdia were deadlocked yesterday after the breakdown of negotiations to end the crisis that has brought Tbilisi to the brink of civil conflict.

No new talks were planned after the opposition refused demands to disarm. Mr Gamsakhurdia, addressing another large rally outside the government palace yesterday, repeated his promise of an amnesty for opposition members who laid down their arms.

Sporadic violence continued in the capital. On Sunday night, four people were injured in an explosion outside the opposition headquarters in the republican television centre.

Opposition leaders said the blast was caused by a grenade fired from a grenade launcher by government Omon troops. They claimed a similar explosion occurred near the government headquarters at the same time, in a deliberate attempt to draw the two sides into conflict.

Right: An unidentified Georgian National Guardsman and opposition supporter shows his son his Kalashnikov assault rifle in Tbilisi yesterday.



Haughey may face challenge for leadership

By Tim Coone in Dublin

IRELAND'S prime minister, Mr Charles Haughey, faces a possible leadership challenge from within his Fianna Fail party tomorrow following a series of controversies which have rocked his government.

A parliamentary party meeting has been called to discuss the controversies, which resulted in the resignation last week of the heads of three state-run companies: Telecom Eireann, the Customs House Dock Development Authority and Irish Fertiliser Industries.

Four prominent backbenchers have issued a public statement criticising Mr Haughey's handling of the controversies in a move being likened to three previous efforts to oust Mr Haughey from the leadership in 1982 and 1983.

There is growing concern within the party that the controversies have severely damaged the government's credibility, and that the Progressive Democrat partners in the ruling coalition may come under grass-roots pressure to withdraw from the government.

This could precipitate early elections in which Fianna Fail would suffer losses, according

to opinion polls published over the weekend. Mr Haughey's critics within the party are therefore saying it would be better for him to step aside to save the government and the party's declining fortunes.

One of the four backbenchers, Mr Noel Dempsey, said that "if everybody speaks their mind" at the meeting the pressure could be enough to persuade the premier to step down. Haughey aides said he was "absolutely confident" of his position.

Public hearings in Ireland's tribunal of inquiry into the beef industry began yesterday and were then adjourned until October 9. Justice Liam Hamilton, the chairman, said the adjournment would allow the parties to the inquiry "a reasonable opportunity" to study the quantities of documents submitted since the tribunal was set up in June.

The inquiry is focusing on allegations of fraud and malpractice made against Goodman International, Europe's biggest beef processor, and of alleged political favouritism given to the group by the present government.

Tajik parliament agrees to lift state of emergency

By Neil Buckley and Giffan Tett in Moscow

THE TAJIK parliament yesterday voted to lift the state of emergency in Tajikistan, one of the few Soviet republics still dominated by hardline communists, the news agency Tass reported.

The decision followed an emergency session in response to the continued unrest in the republic.

A state of emergency has been in force in the capital, Dushanbe, for over a week after thousands of supporters of the opposition democratic parties gathered in the main square to demand the resignation of Mr Rakhmon Nabayev, the Tajik president. Mr Nabayev seized power three weeks ago in what opposition

leaders have called a communist coup.

He is believed to be even more authoritarian than the previous Tajik president, Mr Kakhor Makhkamov, who was ousted after the collapse of the coup last month in Moscow, which he allegedly supported.

Mr Nabayev led the Tajikistan Communist party in the early 1980s before he was replaced by Mr Makhkamov following allegations of alcoholism and corruption.

Mr Nabayev told opposition leaders at the weekend the state of emergency would be lifted, but the protestors said they would step up their demonstrations if Mr Nabayev remained in power.

Republics to discuss co-operation

LEADERS OF the former Soviet Union, including representatives from the now independent Baltic states, meet in Alma-Ata today to consider possible co-operation in tackling a ferocious economic crisis, writes Leyla Boulton in Moscow.

A draft treaty of economic union, completed at the weekend by experts, will be on the agenda, although it will not be signed in the Kazakh capital as originally hoped.

If the politicians can agree on the treaty it may be signed in Moscow later this week.

The three Baltic states, which will also be represented, have already made clear that they will not sign the treaty, even though they are likely to co-operate on common programmes which concern them.

President Mikhail Gorbachev and the Austrian Chancellor Mr Franz Vranitzky may attend the launch tomorrow of the first Kazakh and Austrian cosmonauts from the space centre of Baikonur.

Authorities on Sakhalin Island in the Soviet Far East said yesterday they would fight any attempt to transfer four of the nearby Kuril Islands to Japan and urged workers to oppose such moves with protests and strikes.

They believe Russia wants to return the disputed islands for cash from Tokyo.

Commission concern over rouble

THE Soviet Union could plunge into economic anarchy if republics scrap the rouble for a host of competing currencies which are not convertible, according to Mr Henning Christophersen, European Community economy commissioner. Reuter reports from Moscow.

Speaking during a flight to Moscow on Sunday for two days of talks on the Soviet economy, Mr Christophersen also warned that Soviet energy exports could grind to a halt next year unless the economy stabilised.

It was only a matter of time before the Soviet Union would need fresh credits from the west. "What is not clear is in what way they will get it," he said. A coherent economic reform programme needed to be agreed with the International Monetary Fund.

The commissioner said he could not be in a position to offer either food aid or financial support to Moscow during his visit. But he said the west had to respond to Moscow's plea for some \$14.7bn in food aid by the end of October.

It was clear from talks among the Soviet Union's 12 remaining republics that the rouble would not survive as the single currency of whatever economic arrangement emerged from the negotiations, Mr Christophersen said.

Portugal catching up EC partners, says minister

By Patrick Blum in Vilamoura

THERE HAD been "real convergence" between Portugal and its European Community partners since 1986, the year that it joined, with living standards now closer to the European average, Mr Miguel Belezza, the country's finance minister told a meeting of international bankers yesterday less than a week before Sunday's election.

He singled out inflation as the only serious cause for concern. Economists warn, however, that the favourable conditions Portugal has enjoyed may be ending, and restructuring key sectors of the economy has still to be tackled.

Mr Belezza said gross domestic product had risen an average 4.6 per cent annually in the period, compared to an EC

average of 3.1 per cent. Growth was led by strong exports and investment which had both gone up by about 11 per cent in real terms, enabling Portugal to modernise its infrastructure and industry.

Foreign direct investment had boomed, its share of GDP rising from 0.6 per cent in 1986 to 3.7 per cent last year. Unemployment had fallen from 8.4 per cent to about 4.2 per cent.

Official reserves of \$21.3bn were higher than external debt which had been brought down from 53.9 per cent of GDP in 1986 to 28.9 per cent. Inflation had been reduced from an average rate of 23 per cent in 1981-1986 to about 11.3 per cent over the past five years, but continued to present a "difficult problem".

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INTERNATIONAL NEWS

Zairean leaders haggle with Mobutu on portfolios

By Julian Ozanne in Kinshasa

ZAIRE'S leading opposition figures were yesterday closed with President Mobutu Sese Seko and senior members of his ruling party, dividing up jobs in an interim crisis government aimed at restoring stability after last week's rioting left at least 117 dead.

The formation of a new government, under an opposition prime minister, in small private meetings with the president has fuelled suspicions that Mr Mobutu may once again be using tactics of co-optation, patronage and apparent compromise to outmanoeuvre his opponents and ensure his hold on absolute power remains unfettered.

Mr Marcel Lihau, a leader of the opposition Union for Democracy and Social Progress party said the most important issue to be tackled in yesterday's talks would be "who will really govern between the president and the prime minister, and what will happen to the power of presidential veto". Mr Mobutu has traditionally wielded a monopoly of power over defence, security and public expenditure.

However, even with the rules of "cohabitation" resolved amicably, a question mark will still hang over the ability of the opposition to govern Zaire in a responsible fashion. The apparent infighting and dithering of

the opposition, and its failure to articulate a programme to restore law and order and resuscitate the wrecked economy, has contributed to fears that personal conflict and lust for power and wealth are its primary motivating factors.

Mr Mobutu's one-party state and the pervasiveness of the ruling Movement Populaire pour la Revolution at every level of political and economic life since its creation in April 1986 has hampered the development of an opposition and made politics a path to wealth.

Most of the men gathered at the talks have served in previous governments and their credibility as politi-

cians seeking a democratic order is seriously tarnished.

No one is a better example of this than Mr Jean Nguzi a Karli-Bond, leader of the prominent UFERI party, presidential candidate and nephew of Mr Moïse Tshombe, one of the post-independence leaders of the Katangese secessionist movement. Mr Karli-Bond has served four times as minister of foreign affairs. He was director of the political bureau of the ruling party in the 1970s and Mr Mobutu's prime minister between 1980 and 1981. Between those periods he was arrested, tortured and sentenced to death for alleged treason during the Shaba crisis of 1977-1979. He went into

exile in 1981, severely criticised Mr Mobutu from abroad and was spokesman for a coalition of opposition parties. But he returned to Zaire in 1985, endorsed the president's rule and again joined the government until April 1990. Mr Tshisekedi, the longest-standing opposition figure, also served Mr Mobutu as minister of interior and minister of justice.

Some Zaireans believe this previous involvement with Mr Mobutu augurs ill for the interim government. Mr Mobutu has exploited the opposition's lack of credibility and organisation to the fullest to bolster the view that he alone can prevent the country from sliding into tribal civil war.

Muted applause for Nigeria's bank debt deal

William Keeling on how a lack of financial discipline worries donors

NIGERIA'S creditor banks will, within the next two weeks, receive a package from the government to seal an agreement on the rescheduling of its \$5.9bn (£3.4bn) debt to the banks. The package will include a price at which the government will buy back debt, and letters from the World Bank and International Monetary Fund stating their positions on the agreement.

The deal, agreed last Friday, and replacing an agreement in principle signed in March, will make Nigeria's total international debt, estimated at \$4.9bn, more manageable and is likely to be welcomed by other donors.

Their applause may be muted, however, for the agreement - the outcome of more than 18 months of on-off negotiations - has been signed at a time of increasing criticism of the government's handling of the economy.

On January 9 the government signed a 15-month agreement with the IMF but failed to satisfy its conditions. Many diplomats believe that the deal is a democratic timetable will be concluded with presidential elections in October 1992 - have lost the will to keep financial discipline.

The critical issue has been money supply, with the government overshooting the IMF-agreed target set as part of the five-year old structural adjustment programme.

In January and February alone the government borrowed more than 12bn naira (\$650m) by issuing treasury bills. Bankers say that most government borrowing has been used to repay internal debts, leading to a substantial increase in domestic money supply.

In addition, the central bank has subscribed to about 40 per cent of the treasury bills, fueling inflation. The latest estimate has risen from 10 per cent to more than 20 per cent since the start of the year.

Neither has the government made headway in bringing the official and parallel market exchange rates closer together with the gap between the two fluctuating between 25 and 40 per cent.

As a result, IMF economic approval under a mid-term review of the agreement, due in May, has not been forthcoming. IMF officials insist that negotiations are continuing.

Evidence that fiscal caution has been thrown to the wind could be seen in last month's decision to increase from 21 to 30 the number of states within the federation.

The new states will expect central funding for the development of essential infrastructure. And with the nine new military state governors scheduled to be replaced by civilians after gubernatorial elections in December, donors are concerned that a spate of ill-judged, expensive contracts are being prepared.

Diplomats say that the IMF is more sympathetic towards the government's handling of foreign exchange earnings, over 85 per cent of which come from the export of crude oil.

The national budget, announced on January 1 and which, bankers say, will have been drawn up in line with the IMF deal signed a week later, was calculated on an oil price of \$21 per barrel. While the price has been a bit lower than expected, production has been higher and revenue is on target.

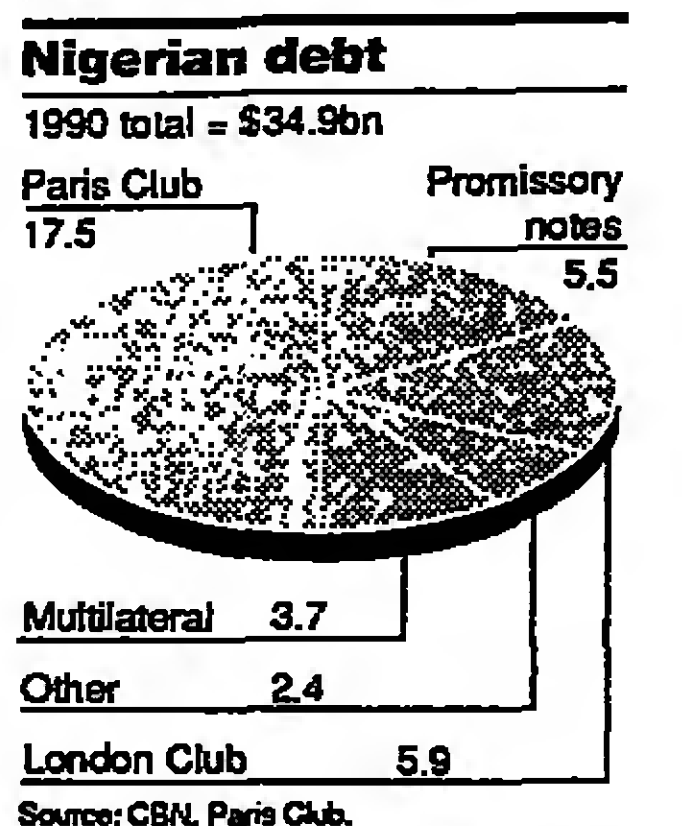
The cost of servicing the country's foreign debt, however, has been unexpectedly onerous.

The problem springs from a 15-month agreement to reschedule debt with the Paris Club of creditor countries, also signed in January, which was based upon a higher projected oil price of \$23 per barrel.

As one banker commented, "Forecasting the price of oil is always speculative but reaching two agreements in the same month based upon different prices is inviting chaos."

Donors say that debt service payments have been at least \$500m higher than forecast in the budget and the accord with the London Club will also require a payment of \$310m in interest arrears to be made next February.

Despite the financial demands of creditors, donor sympathy has been tempered by failure of the government to modify its own expenditure programme.



The government remains committed to the Ajakuta steel project which, originally estimated at \$1.4bn in 1979, has so far cost over \$4bn and which, donor officials estimate, requires a further \$2bn before production can begin.

Construction has also begun on a DM2.4bn (\$820m) aluminium smelter which donor agencies say is costing \$2-100 per cent more than similar projects elsewhere in the world.

Creditors have called for both projects to be scrapped and have also expressed their concern at the current level of military expenditure which includes a contract for 150 tanks from Vickers of the UK.

The issue of expenditure, domestic and foreign, has been made more contentious by the government's lack of accountability for much of national revenue.

Donor officials say that \$3bn of oil revenue earned during the Gulf crisis is unaccounted for in central bank figures. They are also frustrated by the financial practices of the state-owned Nigerian National Petroleum Corporation, the country's key earner, which one donor described as "an accounting black hole". In a private aside, one government minister recently described the World Bank as "an enemy of Nigeria".

The administration's final year in office will be critical for the country. If relations with its creditors deteriorate further, Nigeria will again fail to attract the soft loans being offered to other developing countries.

More seriously, a civilian government may feel unable to adopt the harsh austerity measures required to rebuild the structural adjustment programme. An economy damaged by a final year of alleged military profligacy may prove poisoned ground for democracy to take root.

Japan challenges US aid figures

By Stefan Wagstyl in Tokyo

JAPAN HAS challenged the US in an arcane diplomatic dispute over overseas aid, military spending and international book-keeping.

Every year, a committee of the OECD in Paris draws up a league table of donors of official development assistance (ODA). The US, which has been at the top of the list but its lead has in recent years been reduced by some European countries and, especially, by Japan.

The table is usually published in June. But this year, the report is being published only today. The US, jealous of its position at the top of the table, wants to include in its score, the forgiveness of \$1.3bn (£740m) in loans to Egypt, money which the Egyptians borrowed to buy American arms. Some European countries, which have also used development funds to boost arms exports, support the US position - notably France.

But Japan has said no to including the write-offs in the list - ODA is supposed to

encourage economic development not armaments. They warn in a report: "The government is concerned that it will become more difficult to maintain the support of the Japanese public for increasing Japan's ODA budget for the future."

The US argues that it does not matter what past loans were used for. The act of forgiveness in itself releases funds for development because it frees the debtor of repaying the borrowed funds.

Japan counters that as long as military loans are not counted as ODA by the OECD (they are not) then the forgiveness of such loans cannot be counted either. "We are serious about this," said a Japanese foreign ministry official yesterday.

Today's report contains a classic diplomatic fudge. Each country's total is calculated on its own terms - so the US figure contains the forgiven loans. But the aggregate total for all donors excludes the forgiven debt.

Nomura accused in stock trading row

By Stefan Wagstyl

NOMURA Securities, the scandal-hit Japanese broking group, has been accused by the ministry of finance of infringing securities law in its trading of stock in Tokyo Corporation, a railway and property company.

Mr Ryutaro Hashimoto, the finance minister, yesterday told MPs that Nomura had broken a law banning brokers from dealing too heavily in a given stock in the trading of Tokyo shares in late 1989.

But Mr Hashimoto said the

ministry had found no evidence to support allegations that Nomura had manipulated Tokyo stock - a much more serious charge.

Mr Hashimoto said the ministry would punish Nomura by administrative order. The statement was seen in Tokyo as an effort by the finance ministry to bring to an end the uncertainty generated by its investigations of securities markets scandals. These have involved brokers paying compensation and dealings with a

gangster organisation, as well as the charges concerning trading in Tokyo.

The allegations that Nomura manipulated Tokyo stock were among the most serious to arise out of the scandals. The company traded heavily in Tokyo stock after it had helped Mr Susumu Ishii, a former gangster chief, to accumulate a large holding. The shares rose rapidly bringing a big profit to Mr Ishii.

Meanwhile, Japanese police yesterday launched an interna-

tional hunt for a former bank manager, wanted for his alleged involvement in an illegal loans scheme. The police are seeking Mr Susumu Morimoto, the former manager of a Tokyo branch of Tokai bank, a leading commercial bank. Mr Morimoto, who was recently seen in Thailand, is wanted for allegedly using forged deposit certificates to secure loans of at least ¥63bn (\$272m) from finance companies on behalf of hard-pressed clients with property investments.



South Africa's switch yesterday to Value Added Tax (VAT) from General Sales Tax (GST) was marked by nationwide protests and marches in all main city centres, Philip Gwath writes from Johannesburg.

Yesterday's protests went ahead despite

weekend concessions from the government zero-rating various foodstuffs for six months until a full poverty-relief programme is in place. The government has earlier reduced the VAT rate from 12 to 10 per cent. GST was levied at 13 per cent.

The introduction of VAT has been fiercely opposed by a coalition of groups, spearheaded by the ANC and its trade union ally Cosatu, who say that VAT, in its present form, will have an unacceptably harsh impact upon the poor.

Commonwealth calls for assistance to third world

By Peter Norman, Economics Correspondent

THE world's industrialised countries should double their official development assistance as part of a wide-ranging programme to promote sustainable development in the third world, according to a report by a Commonwealth expert group published today.

The report, prepared for this month's meetings of Commonwealth finance ministers in Kuala Lumpur, and heads of government in Harare, called on industrial nations to reach the United Nations' development target of 0.7 per cent of gross national product by the end of the century. It was drawn up by experts from all parts of the Commonwealth under the chairmanship of Mr Arthur Brown, governor of the Jamaican central bank.

The group put forward 28

proposals for tackling poverty and under-development, that were addressed variously to the developing nations, international institutions and the industrialised nations.

Its report said that developing countries should promote macro-economic stability and good governance, improve the climate for domestic and foreign investment, cut military spending, develop their human resources through education and training programmes, pursue effective population policies and recognise the importance of energy saving and environmental policies for development.

"Change for the Better" from Commonwealth Secretariat Publications, Marlborough House, London SW1Y 5HX. £3.00.

Papua New Guinea move to sack governor-general

By Kevin Brown in Sydney

THE CABINET of Papua New Guinea yesterday moved to sack Sir Serei Eri, the governor-general, after he had refused to remove a convicted political associate from parliament.

Mr Rabble Namaliu, the prime minister, said the cabinet agreed to give "certain advice" to Queen Elizabeth II, who is head of state of the resource-rich former Australian colony.

Under Papua New Guinea constitution, the governor-general represents the Queen when she is not in the country, but must act on the advice of the elected government.

Mr Namaliu claims Sir Serei breached the constitution by refusing to execute the judgment of a tribunal that Mr Ted Diro, the deputy prime minister, should be removed from parliament for three years.

The tribunal, a specially-appointed court, found Mr Diro guilty on 81 counts of corruption and misbehaviour relating to the Papua New Guinea forest industry. Mr Diro denies the charges but has refused to appear before the court.

Sir Serei is a long-standing personal friend of Mr Diro, and is a past president of his People's Action Party, which commands 20 seats in parliament and is part of the governing coalition.

In a letter to Mr Namaliu, Sir Serei said he refused to act as "a rubber stamp" for the government, and claimed he had acted in the interests of natural justice and the unity of Papua New Guinea.

revealed a government pulled in conflicting directions by a new assessment of self-interest on the one hand and by older ties of friendship and ideology on the other. It also showed a government edging towards the US, even if uncomfortably.

Mr Eduardo Faleiro, the minister of state for external affairs, said that the US had been of "crucial importance" to India in obtaining IMF loans, and over Kashmir the US in a recent reversal of policy supported India's view that the Kashmir issue should be settled bilaterally between India and Pakistan rather than through the UN as Pakistan wants.

There are other signs of closer ties with the US. Increased multilateral aid has been accompanied by a halt to US aid to Pakistan because of its nuclear ambitions. The US has been pressing Pakistan to end supplies to Kashmiri separatist movements in India.

The Narasimha Rao administration hopes to obtain more sophisticated weapons from the US if its purse permits and is making a point of wooing US foreign investment.

Foreign policy seen as Rao government weakness

PRIME Minister P V Narasimha Rao's Congress administration celebrated its first 100 days in office at the weekend amid more accolades for its performance than it could have imagined when it took power. But one area where it remains over the handling of foreign policy.

Reflecting its difficulty in defining where India stands in the new global environment and how it sees its role internationally - the issues closest to the heart of former Prime Minister Rajiv Gandhi and the Nehru family - the government allowed only a brief debate on foreign affairs on the last day of the recent parliament session.

The main point to emerge from the government's first foreign policy statement was the "crucial importance" India now attaches to US support - an admission of American power that the Nehru family with their dislike of US influence in the world would have been loath to make.

At least three events have undermined the traditional

assumptions of Indian foreign policy. The first has been the collapse of the Soviet Union, which was India's closest ally, its main arms supplier and a leading trading partner. Purchases from the Soviet Union accounted for more than 50 per cent of Indian arms imports - supplies that are now vulnerable to disruption and also to sharp increases in costs as the Soviets end subsidised interest rates and prices.

India also looked to the Soviet Union to offset US support to Pakistan and to use its veto at the United Nations to block resolutions hostile to India over Kashmir. The Soviet system also provided reassurance to India in its own choice of centralised planning and socialism as a system of development.

Many Indians still refuse to believe that the Soviet Union's problems are more than transitory. Mr Narasimha Rao told parliament last week that the developments in the Soviet Union were a "temporary phase". "I am not as pessimistic as some people are," he said, adding "a big country like it just cannot go to pieces".

David Housego reports on an uncomfortable awareness of the need for US support

Another consequence is that India can no longer afford to finance the defence purchases initiated under Mr Gandhi to enhance India's status as a regional military power. The emphasis is on cuts in military spending and mending fences with neighbours such as Nepal and Bangladesh.

The third event has been the marginalisation of the non-aligned movement - the forum in which India projected its claims to third world leadership. The internal problems of Yugoslavia and Egypt - two other key partners in the movement - mean that it will be difficult to revive.

The foreign affairs debate

But closer ties with the US remain politically unpopular in India and within the Congress party - as was demonstrated during the Gulf war. Distrust of the US is an issue which the militant Hindu Bharatiya Janata Party (BJP) - the main opposition party - seems determined to exploit to electoral advantage.

In a forecast of his campaign, Mr AB Vajpayee, the BJP's foreign affairs spokesman and a former foreign minister himself, told parliament: "My concern is that they [the US] want to run the entire world according to their doctrines." Alleging that a "super-alliance" was emerging between the US, the IMF and multinational corporations, he called for a strengthened UN to offset American power.

In particular, he said countries such as India and Brazil should be given a place on the Security Council. The difficulty for a Congress government in averting such an attack is that Jawaharlal Nehru, Mrs Indira Gandhi and Rajiv Gandhi - the former leaders of the party - would all have adopted much the same tones.

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Indonesia seeks developers for inhospitable Irian Jaya

Separatist sentiment and lack of infrastructure are among the factors deterring investors from going east, reports Clare Bolderson

IN THE town of Wamena, high in the rugged mountains of central Irian Jaya, Indonesia's easternmost province, naked tribesmen gather at the market to sell handfuls of vegetables or bunches of firewood. Some of them have walked for four days to get there.

If they are lucky they make the long journey home to their villages with a profit of around 300 Rupiah (17 cents). Others, particularly the young Irianese men, hang around the market for days on end because they have nothing else to do, or drift down to the coastal towns to join the growing numbers of urban unemployed.

It is not difficult to see why the Indonesian government is conducting a "Go East" campaign. It wants to persuade both domestic and foreign investors to turn their attention away from the industrial heartland and population centre of Java and its adjacent islands towards the resource-rich but almost totally undeveloped areas in the east of the country.

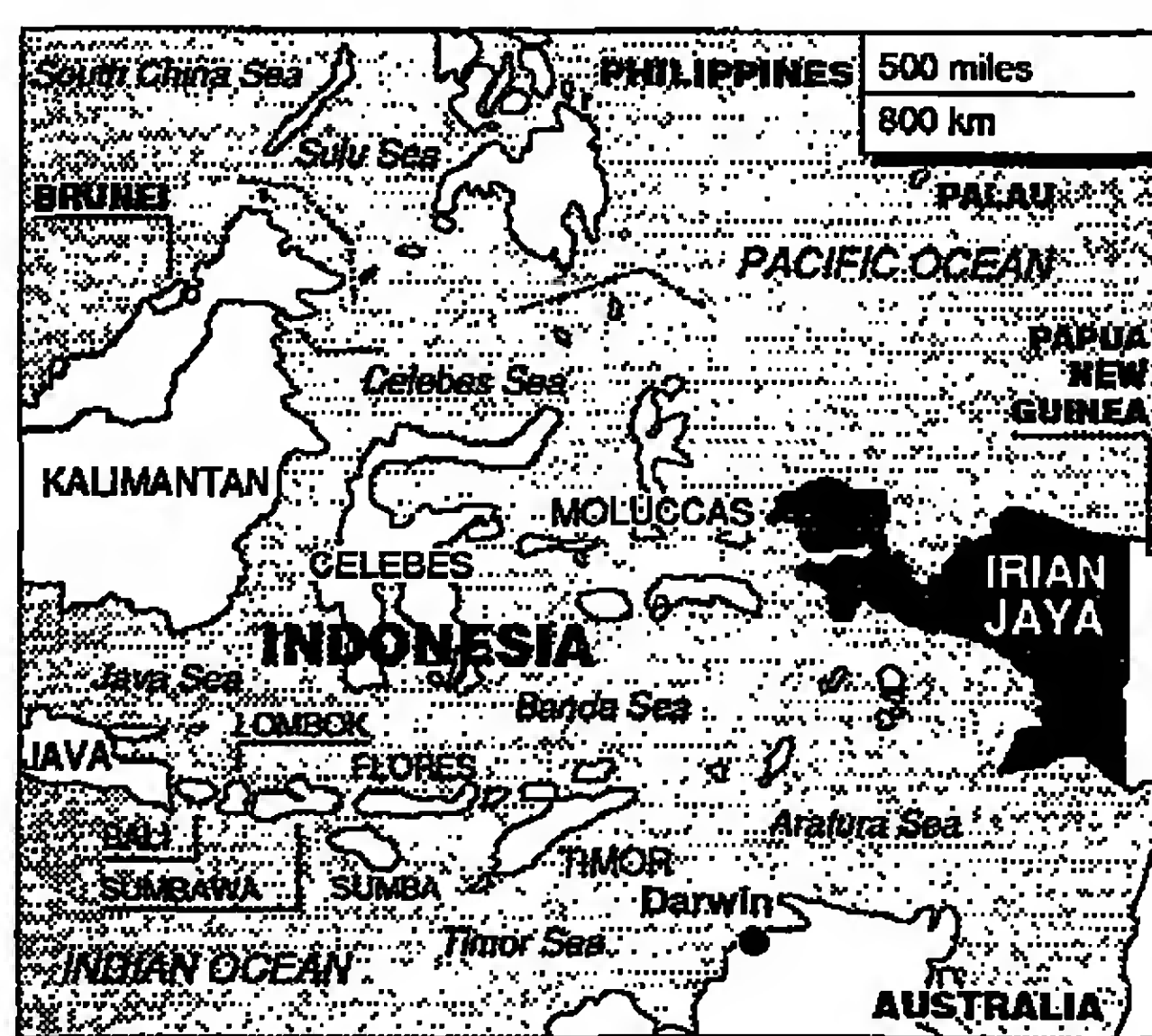
But it is also not difficult to see why in the case of Irian Jaya, the huge province bordering Papua New Guinea, pro-

spective investors faced with a total lack of infrastructure, some of the most inhospitable terrain on earth and the smouldering remnants of Irianese separatism are reluctant to take up the challenge.

The task of bringing development to Irian Jaya is formidable despite its riches of oil, minerals and fish and its hundreds of miles of largely untouched timber.

The province officially became part of Indonesia only in 1963 after a controversial "Act of Free Choice" which many people accused Jakarta of rigging with the aid of widespread human rights abuses. Irian makes up more than a fifth of Indonesia's total land mass but its 1.6m inhabitants constitute less than 1 per cent of the nation's population. Most of them live in isolated villages surrounded by dense jungle and the highest mountains between the Himalayas and the Andes.

First contact with most of the people of the interior has only been made in the last 30 years and anthropologists believe there may be tribes deep in the impenetrable forests and swamplands which have yet to be discovered.



According to Mr Barnabus Suebu, the provincial governor of Irian Jaya, the first and biggest of Irian's many problems is "how to break through the isolation".

Progress on an ambitious trans-Irian highway is painfully slow, and many people in Irian Jaya believe that, given the appalling terrain and unpredictable weather, it will

never be completed. There are almost no other roads in the province. Seventy per cent of all Irian's transportation needs are served by air, many of them by the western missionaries whose tiny aircraft bring rice, teachers, doctors and God to some of the most isolated and backward places on earth. The government believes that the best way of overcom-

ing the infrastructure problems of Irian Jaya is by luring foreign and domestic investors there in the hope that they will provide the basics for development.

Mr Suebu cites the giant Freeport copper mine on Irian's southern coast as an example of how big companies can bring physical development and employment opportunities with them.

Freeport has spent around \$10n on its operations in Irian Jaya over the past 20 years and is now beginning to look at ways of investing in and supporting the local community. But Freeport is just one company and there is little sign that anyone else is following the example.

Less than 5 per cent of approved new domestic investments in Indonesia last year was destined for the eastern provinces, including Irian. For foreign investment, the equivalent figure was a paltry 1.5 per cent, and local pressure groups say that some of the businesses which do go to Irian, particularly in the timber sector, actually do more harm than good by indiscriminately plundering

resources and exploiting the local people.

Mr Suebu says the central government in Jakarta could do more by way of tax incentives to encourage investors. "We hope the government will give us special treatment," he says.

However, foreign and local aid workers, and some of the missionaries who Mr Suebu admits have been a driving force behind bringing basic health and education to the people of Irian, say this "top-down" approach is wrong. "The problem with development in Irian is it's all big-time development. The key is to go small and to go slow," says one missionary working in the highlands.

He was voicing the worry that the needs of the ordinary Irianese are being ignored and that development efforts are passing them by.

Education is slowly improving but cuts in government jobs mean that even the educated have difficulty finding work.

At the same time, there is a growing influx to the province of people from outside Irian. The government's controversial transmigration scheme,

which moved some 120,000 people to Irian Jaya in the 1980s, has ground almost to a halt but the number of spontaneous migrants is increasing rapidly. These newcomers are more skilled than the Irianese, and it is they who drive the taxis and buses, work in the construction industry, run restaurants and shops and dominate the markets.

The result is rising unemployment and frustration among the native population and growing tension between the indigenous and non-indigenous communities.

The tension is fueled by increasing alcoholism in the urban Irianese population, a factor which has drawn comparisons with the plight of Aboriginal communities in Australia.

Irian Jaya has had a history of separatist activity ever since the Indonesian first took over, and there is concern among people working with the Irianese that the growing frustration will provoke more anti-Indonesian sentiment.

The Free Papua Movement, or OPM, is a disparate and shady group but it still fights sporadic battles and has been

known to attack ordinary local people as well as Indonesian soldiers.

There are also many Irianese who work for independence through non-violent means and, according to Amnesty International, there are some 80 Irianese serving prison sentences for their political beliefs.

A big separatist uprising is unlikely, however. Tribal divisions and a tradition of violent inter-tribal warfare make it hard for Irianese to unite in a common cause. Instead, observers in Irian say continuing economic backwardness, alcoholism and anger about the influx of outsiders may provoke the type of gang war and violent crime that is now rife in neighbouring Papua New Guinea.

Mr Suebu says the needs of the Irianese must come first. "Our policy is to protect the local people," the governor says. But until Jakarta can find a way to persuade the right kind of investors to heed the call and "go east", Mr Suebu's vision of development based on what he calls "a link between the big companies and the village economies" will remain a distant dream.

Punjab tries to restore financial credibility

By Farhan Bokhari in Islamabad, Pakistan

THE government of Punjab, Pakistan's wealthiest and most populous province, is trying to restore the credibility of its financial system under a cloud of scandal which could affect Pakistan's economic stability. Under new laws announced last month the provincial government has asked big borrowers of finance co-operative companies to repay their loans within 18 months.

The co-operatives have been at the centre of a scandal involving large loans given to business groups, including those owned by the family of Mr Nawaz Sharif, the prime minister, and Mr Shujaat Hussain, the interior minister. The government denies accusations of improper lending, although opposition parties led by former prime minister Ms Benazir Bhutto are seizing the opportunity to turn the controversy into a political embarrassment for the prime minister.

The province of Punjab is west-

hit. Total deposits in Punjab amount to 15bn Rupees (\$625m), almost three-quarters of the total deposits in co-operatives across the country. The issue, damaging both for the credibility of the financial system and for a government which has been in office for a little less than a year, could also become sensitive for the prime minister, as his main base for political support lies in the province.

Up to 2.5m depositors had put their money in the co-operatives and many are now trying to withdraw it, after reports that the companies are not able to recover all of their loans. Although the finance co-operatives are not covered by the banking regulations, they attract a lot of business because they are able to offer widely varying interest rates which are often much higher than those offered by the banks.

Of the 101 co-operatives registered in the Punjab, controversy surrounds mainly the largest compa-

nies including the National Industrial Co-operative Finance Corporation, which alone had deposits of about Rs3bn.

Conflicting reports have been appearing in local newspapers about the extent to which these companies can repay depositors after selling assets which are mostly in real estate. But it is difficult to assess the extent to which deposits can be recovered because some borrowers apparently declared a higher value for their real estate collateral than current market prices would justify.

Mr Sartaj Aziz, the finance minister, estimates that 20 per cent of the Punjab deposits, or about Rs3bn, could be at risk.

Mr Aziz says Pakistan's banking laws did not apply to these companies because they were not registered as banks. As a consequence, they were under no obligation to maintain some portion of deposits in liquid form, as a cushion against

big withdrawals. "We are trying to bring in new regulations," he says.

Mr Aziz also expects the creation of private banks to produce a more credible system for depositors. Last month, Pakistan sanctioned its first 10 banks in the private sector.

The government has also announced measures to repay small depositors with assets up to Rs25,000 in a move to ease public pressure.

A senior official says privately that the scandal has caused a credibility problem for the country's financial system. "Even new private banks may find it difficult to attract depositors if people do not trust [the system]," he says, arguing that the government must embark upon a campaign to re-establish confidence.

The scandal has also provided fresh grounds on which the opposition can criticise the government. Recently, Ms Bhutto compared the co-operative companies and their affairs with the situation surround-

ing the BCCI branches in Pakistan.

"The amounts that have been borrowed without collateral are far larger, the amounts that have been given into a few families without collateral are far larger than the amounts that the BCCI dished out in Pakistan," she said. She has demanded a parliamentary inquiry.

But Mr Aziz defended the loans given to companies belonging to the prime minister and the interior minister. Mr Sharif's company, the Ittefaq group, has already repaid all its loans, while Mr Hussain is making arrangements to do the same, he said.

Mr Aziz argues that the two companies were forced to borrow from the co-operatives because Ms Bhutto's government tried to block loans to them for the establishment of sugar mills. In response to the opposition's claims, he also says that Mr Ehsanul Haq Piracha, who served as Ms Bhutto's finance minister, did not take steps to tighten



Sharif: company repaid loans



Bhutto: seizing opportunity

regulations, at a time when this could have been done to avoid the present problems. One of the larger co-operatives is also owned by Mr Piracha.

It is clear that the issue could affect confidence in the country's financial system, and investors may become wary if the controversy continues, and if investors lose confidence, the country's plans to privat-

ise state-owned factories may receive a setback.

Opposition members close to Ms Bhutto say that, despite the government's efforts to involve her former finance minister, she intends to continue her campaign. One Bhutto aide says: "The government has come on the defensive and we certainly intend to keep up the pressure."

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| 5. British Steel | 10.2 | 10.5 | 3.0 |
| 6. British Sugar | 10.2 | 10.5 | 3.0 |
| 7. British United | 10.2 | 10.5 | 3.0 |
| 8. British Waterways | 10.2 | 10.5 | 3.0 |
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AMERICAN NEWS

Turkish group faces scrutiny in US

By Alan Friedman in New York and Richard Donkin in London



Credit and Commerce International (CCI) just 14 days after BCCI was shut down in July, is facing scrutiny from US investigators and bank regulators.

On July 19 Çukurova acquired the Geneva-based Banque de Commerce et de Placements (BCP), a small bank that was controlled by BCCI. The first US indictment of BCCI officials on drug money laundering charges in Tampa, Florida in 1988 stated that some of the drug proceeds were transferred into accounts at BCP.

One US investigator described BCP as "a major link" in the BCCI chain.

The 1988 indictment said that as part of the BCCI money laundering conspiracy drug proceeds were held in certificates of deposit held at BCP-Geneva and that narcotic drug proceeds were wire transferred into accounts at BCP-Geneva.

BCP itself is being investigated by US prosecutors and bank regulators to see whether the bank may have also been used to help finance a series of covert arms sales to countries in the Middle East.

Mr Alfred Hartmann, BCP's non-executive chairman, said on Sunday that BCP had never been used for drug money or in arms deals. Price Waterhouse, the BCCI auditors, had been looking only at payments channelled through BCP to the Grand Cayman subsidiary of BCCI by BCCI executives seeking to hide losses, he said.

The Istanbul-based Çukurova group is one of Turkey's largest financial and trading companies, with a revenue of \$4.3bn (£2.47bn) in 1990 and a workforce of 40,000.

The company has not been accused of wrongdoing, but is facing US scrutiny because of its purchase of BCP and as it is trying to buy the 14-branch First National Bank of Rochester in upstate New York.

Mr Wilbur Beh, chief executive of First National, said the bank - which made a \$14m loss in the first half of 1991 -

decided to accept "a reasonable offer" from Çukurova.

US investigators and bank regulators say the US bank deal will be subject in part to their probe of Çukurova's acquisition of BCP.

"How much due diligence can Çukurova have done if it bought BCP just 14 days after the BCCI shutdown? That leads us to wonder why they moved so fast to swallow BCP," said one senior US investigator.

Mr Hartmann, a member of the BCCI board until he resigned in May, said the purchase of BCP was based on a Swiss auditors report that went to the Federal Banking Commission. Mr Hartmann said the report, which was completed in June, had given a "fairly up to date" picture of the bank. Price Waterhouse, he said, had also declared that after possible provisions the bank still had positive capital.

He also revealed the purchase had gone ahead before it received formal authorisation by the Federal Banking Commission on August 29, but said that the commission had been

informed ahead of the sale and had indicated authorisation would be given.

In Turkey, Çukurova controls three banks, including Yapı ve Kredi, one of the biggest Turkish private sector commercial banks.

In Istanbul, Mr Mehmet Emin Karamehmet, president of the Çukurova group, said his company had acquired 85 per cent of BCP from commissioners in Luxembourg who oversaw the assets of BCCI Holdings; the remaining 15 per cent of BCP is controlled by the Union Bank of Switzerland (UBS).

Mr Karamehmet said Çukurova paid money for the BCP acquisition into escrow accounts and agreed to increase BCP's capital by \$F33m (£13.7m). He said BCP had \$F300m of outstanding loans and consisted of four branches in Luxembourg, and various offices in Geneva, Zurich and Lugano.

The Çukurova president said he had been looking to buy a bank in Switzerland for some time and that he had consulted Price Waterhouse. "We asked if

there were any irregularities and they said there had been around \$F1bn of bank-to-bank transactions between BCCI and BCP, but everything was normal and there was no money laundering," Price Waterhouse refused to comment.

US investigators are already looking at possible links between BCP and Banca Nazionale del Lavoro (BNL), the Italian bank whose Atlanta, Georgia, branch made more than \$4bn of improper loans to Iraq that helped Mr Saddam Hussein's nuclear, chemical and ballistic missile projects.

Mr Hartmann resigned recently as chairman of Lavoro Bank of Zurich, the Swiss affiliate of BNL, after allegations that BNL had ties to BCCI through him. He denied the allegations and said his resignation had been to spare BNL further publicity.

In Rome, BNL issued a statement earlier this month in which the Italian bank claimed Mr Hartmann's sudden resignation occurred "not to further fuel suspicions of connections between one bank and the other."

Populist Nebraska senator joins presidential race

By George Graham in Washington

SENATOR Bob Kerrey of Nebraska announced yesterday he would join the growing field of contenders for the Democratic nomination in next year's presidential election.

Mr Kerrey, 48, launched his campaign from the Nebraska state capitol steps in Lincoln with a sharp attack on President George Bush and his predecessor, President Ronald Reagan.

"I am running for president because America urgently needs better, bolder leadership that will build for greatness again," he said.

The first-term senator has

attracted widespread interest with his youthful good looks, his quick tongue and his war hero's limp. He is widely viewed as the man to beat in the Democratic primaries.

A liberal populist in a conservative prairie state, Senator Kerrey is expected to win votes from Senator Tom Harkin of Iowa, who is the main flag-bearer of Democratic party traditionalists.

His unconventional approach to government could, however, also erode the support of the centrist Governor Bill Clinton of Arkansas, who

is expected to declare his candidacy on Thursday.

As a young lieutenant in 1969 Mr Kerrey lost part of a leg and won the Congressional Medal of Honor, the US's highest gallantry award - leading an assault on an enemy stronghold in Vietnam.

His subsequent disillusionment over the Vietnam war was bitter, but his medal and his artificial limb have provided him with armour against accusations that he was unpatriotic when taking stands against the Gulf war, or against a proposed constitutional amendment to outlaw the desecration of the US flag.

Senator Kerrey makes good use of his experience of Veterans' Administration hospitals when he discusses health care reform, one of the areas on which he has concentrated in his short Senate career.

But he also points to his version of the US success story - his rehabilitation from the bitterness he felt on his return from Vietnam, and the creation with his brother-in-law of the successful Grandmother's Skillet restaurant chain.

As governor of Nebraska from 1983 to 1987 Mr Kerrey showed an ability to remain popular while pressing unpopular policies, such as higher taxes. He then walked away from the governorship when he seemed assured of a second term, raising questions about his seriousness but reinforcing his image as an outsider who does not care about power for its own sake.



Bob Kerrey: unconventional approach to government

US hopes for peace dividend grow

DEMOCRATS and Republicans have praised President George Bush for his proposals to reduce the US and Soviet nuclear arsenals, but his initiative has also whetted appetites for a "peace dividend," writes Lionel Barber in Washington.

Mr Brent Scowcroft, Mr Bush's national security adviser, cautioned it might take five years for the mix of unilateral and negotiated nuclear cuts to produce big savings in the \$300bn (£172.4bn) annual US defence budget.

This assessment will inevitably

fuel congressional demands for faster savings, starting with this year's military budget which is under negotiation in conference committee between House and Senate representatives.

Senator Sam Nunn, Democrat chairman of the Senate armed services committee, raised the stakes last weekend by pointing out that Mr Bush's proposals, while welcome, may have robbed his own supporters of bargaining chips in the conference.

He forecast increased pressure to cut the B-2 bomber and

the "Star Wars" anti-missile system. This would be more difficult to resist now that Mr Bush had unilaterally elected to terminate the MX multi-warhead missile.

"The outcome of the conference is clearly going to be affected," Mr Nunn said.

Other Democrats said Mr Bush's proposals confirmed the Soviet threat had eroded dramatically. This would make it easier for Democrat candidates campaigning for president to urge the transfer of resources from military to domestic spending.

The White House still has strong cards to play.

Having made an offer of unilateral cuts, Mr Bush will press the Soviet Union to make similar reductions in its nuclear arsenal, matched by still deeper cuts in their own bloated military budget.

Until this happens Mr Bush will argue that cuts in US defence spending, beyond those already planned, would be premature. He is also ready to use his veto power, if the final defence bill is not to his liking.

Caterpillar averts strike action

CATERPILLAR, the world's largest construction and earth-moving equipment company, has averted a strike by the United Auto Workers union, writes Barbara Durr in Chicago.

After a meeting last Saturday the two parties agreed to extend indefinitely the company's current labour contract covering nearly 17,000 workers, which expired at midnight last night. Negotiations are to continue this week.

Uruguay sell-offs

Uruguay's Congress has approved legislation allowing the government to begin privatising state companies, which include utilities, the national airline and the telephone company.

Officials promised that privatisation receipts would be used to increase spending on education and health.

Fifteen die after Haiti coup bid

By Canute James

SOLDIERS failed yesterday in an attempt to overthrow Mr Jean-Bertrand Aristide, president of Haiti, but violence in the Caribbean republic left 15 people dead and more than 100 injured.

The soldiers fired on the president's residence on the outskirts of Port-au-Prince, the capital, but Mr René Preval, the prime minister, said later Mr Aristide was unharmed. His whereabouts were not disclosed.

It was unclear to what

extent the attempted coup was supported by the army leadership, which has often pledged loyalty to the president. The US and France condemned the incident, and reaffirmed their support for Mr Aristide.

The coup attempt sparked widespread displays of support for the president. Thousands of Haitians took to the streets and set up barricades. Arson was reported.

The soldiers responsible are reported to be from a brigade being disbanded under reforms

instituted by the president, who took office in February following the country's first elections in 33 years. A former priest, Mr Aristide was elected on a platform to ease the economic plight of the country's 7m people.

Yesterday's attack on the president's residence was followed by shooting outside the prison in which Mr Roger Lafontant, a former interior minister, is being held after leading a short-lived coup in January.

Argentina confident on debt reduction deal

MR Domingo Cavallo, Argentina's economy minister, has promised his country's chronic foreign debt problems will soon be "ancient history," writes John Barham in Buenos Aires.

On his return from debt negotiations in the US, Mr Cavallo said he expected to have a debt reduction programme for the \$61bn (£35bn) foreign debt in place by

June 1992. The minister said that his first objective would be to negotiate a \$3bn extended fund facility loan with the International Monetary Fund (IMF).

Argentina needs to raise \$5bn-\$6bn to pay interest arrears and to purchase US Treasury bonds needed to underpin a debt reduction package.

Aides say talks with Mr Michel Camdessus, IMF managing director, Mr Nicholas Brady, US Treasury secretary, and Mr William Rhodes, chairman of the private banks' steering committee for Argentina, went better than expected. Officials hope talks will be advancing well by the time President Carlos Menem visits Washington in November.

There is a limited amount of exhibition space available at the conference

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to declare his candidacy for the young lieutenant in Kerry last year of a won the Congressional Honor - the US's highest award - an assault on a hospital in Vietnam. Subsequent discussion of the Vietnam war and Kerry's role in it, which have been filled with arm's length speculation, was over when Kerry's words - "The Gulf war is a proposed mistaken endeavor to overthrow the US flag" - Kerry's words, said, is experienced by the administration officials (dismissed) Kerry was one of the first on to have been contacted in Senate circles. It also says that the US access to the Gulf is not the main factor in the return of the US to the region, and that the return of the US to the Gulf is not the main factor in the return of the US to the Gulf.

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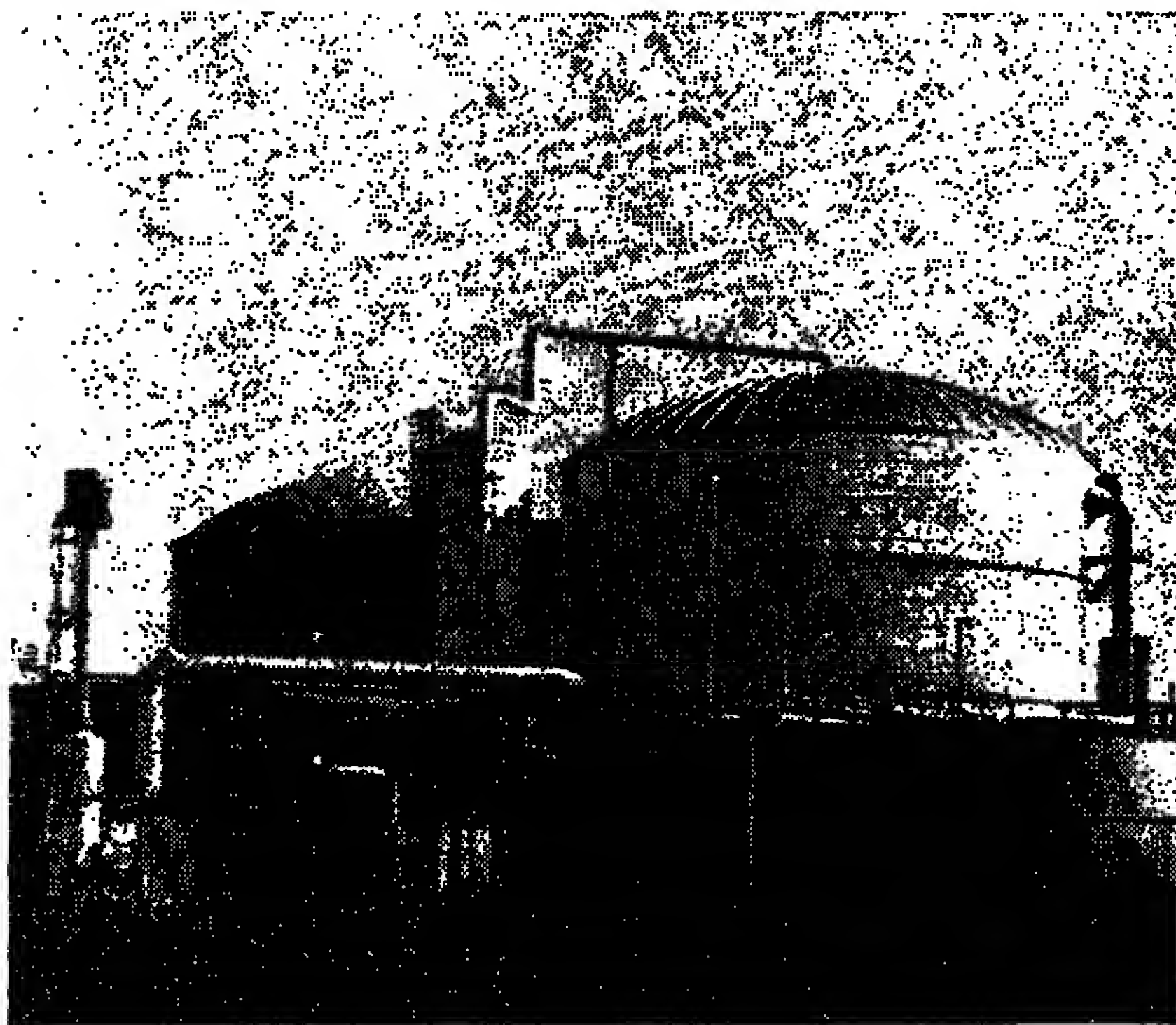
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UK NEWS

Bank clerks fear being shut out in the cold

By Diane Summers

FOR THE four female bank clerks shivering in the autumnal early morning air outside Lloyds Bank's corporate headquarters in Lombard Lane, City of London, yesterday, it was their first taste of picket line action.

As members of the Banking Insurance and Finance Union (Bifin), the four were among those taking part in a national one-day strike of the bank's staff to protest over a pay restructuring plan being implemented from today. The plan, argues Bifin, will leave up to half of the 37,000 workforce worse off by as much as £3,000 a year.

The industrial action was the first national strike in the sector since 1983. That dispute was over the loss of a half-day Christmas holiday and involved all the clerks. All four women on Lombard Lane picket duty yesterday had joined Lloyds as school-leavers between 10 and 14 years ago, lured by the prospects of job security. "But it hasn't worked out that way - we're certainly worse off than workers at other banks," said one.

Mr Jim Cauldwell, a national official of the union who joined the Lombard Lane picket yesterday, was less reticent: "We've had reports of managers intimidating staff over this action. And you know how intimidating bank managers can be."

Over the UK as a whole, support for yesterday's action was described by Lloyds management as "patchy". The bank said 20 branches were closed but fewer than 3,000 out of 40,000 employees overall had taken part in the action.

The bank's 3,000 managers moved to a performance-related pay system last year. The latest move involves employees down to clerical grades. The existing 26-grade structure is being replaced with a seven-grade one.

After the completion of a job evaluation scheme, some jobs will be downgraded and pay frozen. Lloyds management has stressed, however, that no employees will get a pay cut as a result of the regrading.

OFFSHORE FUNDS

Isle of Man seeks to become European leader

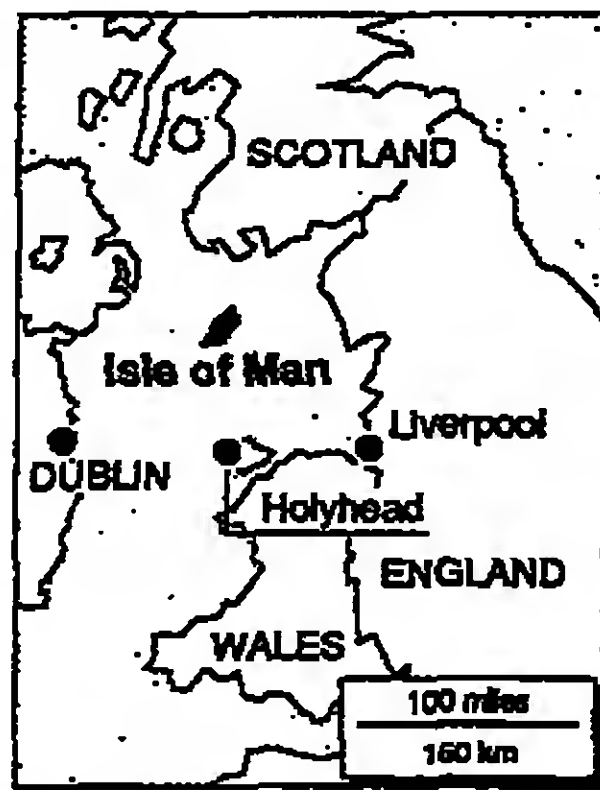
By Sue Stuart

FUND MANAGEMENT companies operating in the Isle of Man will have their tax rate on the fees they earn reduced to 5 per cent from the island's standard rate of 20 per cent from April 1992, the Manx government announced yesterday.

The initiative is part of the island's effort to become Europe's leading centre for offshore funds.

Mr Chris Edmonds, collective investment schemes supervisor on the island, said the move was designed to encourage expansion of existing businesses in the Isle of Man and attract new businesses.

Funds under management in the Isle of Man now stand at £2bn in two types of scheme - authorised and restricted schemes. A collective investment scheme authorised by the island's Financial Supervision Commission and established in the Isle of Man may be promoted to the public in the island and elsewhere, while a restricted collective investment scheme may only be promoted off the island.



Latterly there has been large growth in restricted schemes in the island, which now total 82. The number of authorised schemes has not grown so rapidly - there are 15. The reduced tax rate will be levied on the fees fund managers of authorised and restricted schemes charge their customers, mainly investing institutions. The concessionary rate does not apply to managers

administering funds on behalf of those who have set them up, or those providing private portfolio services.

Mr Edmonds said the Manx fund management industry would be larger than that of Jersey and Guernsey - where the tax rate for fund managers is 20 per cent - by the end of the decade.

The tax rate for managers based in Dublin's finance centre is 10 per cent. Ireland is part of the European Community, while the Isle of Man is not a full member, but as a crown dependency of the UK has a special relationship with it. It can export certain products, not financial, into the EC.

The Manx government believes the two centres could develop a complementary working relationship in the years ahead, as they serve different local client bases.

The strict regulatory framework, built after the collapse of the Savings and Investment Bank in 1982, is regarded by Manx-based institutions as helpful rather than onerous.

Judge dismisses case against two Blue Arrow defendants

CHARGES against two defendants in the Blue Arrow fraud trial - Mr Stephen Clark, a banker with County NatWest, and Mr Alan Keat, a City solicitor - were dismissed by the judge at the Old Bailey yesterday.

Ruling that there was no case to answer against either defendant, Mr Justice McKinnon said there was no evidence they had joined the alleged conspiracy to mislead the markets over the result of the 1987 Blue Arrow rights issue.

The whole thesis of the prosecution's case against Mr Clark, which was he had acted as a "sentry" in the alleged conspiracy, had been "completely destroyed", he said.

Charges against five other individual defendants remain. The prosecution has alleged that the secret buying of stakes

of Blue Arrow shares in the 2837m issue by County and Phillips & Drew, the company's advisers, amounted to a conspiracy to rig the market.

Mr Clark, who is employed by County and Mr Keat, a partner with City solicitors Travers, Smith, Braithwaite, will not be formally acquitted until the jury returns.

The judge lifted reporting restrictions on his rulings, given to a packed public gallery after long legal arguments in the absence of the jury.

After leaving the courtroom, both Mr Clark and Travers, Smith, Braithwaite, on behalf of Mr Keat, issued statements. Travers, Smith, Braithwaite said it was "delighted but not surprised" by the dismissal of the charges against Mr Keat, who gave legal advice to County over the holdings it

bought in the issue.

The Department of Trade and Industry report on the issue, from which the case arose, made no criticism of Mr Keat, the law firm said.

Mr Clark, whose position as a County director involved liaising with the Bank of England over the issue, also said he was "delighted".

The five individual defendants left are: Mr Nicholas Wells and Mr David Reed, both former County NatWest corporate finance directors; Mr Jonathan Cohen, a former County chief executive and Mr Martin Gibbs and Mr Christopher Stainforth, former corporate finance directors with Phillips & Drew Securities. County NatWest, NatWest Investment Bank and UBS Phillips & Drew Securities are also charged as corporate defendants.

BRITAIN IN BRIEF



Lamont to meet spirits producers

Leaders of the Scotch whisky, gin, and vodka industries are to meet Mr Norman Lamont, chancellor of the exchequer, to discuss the UK's approach to harmonisation of excise duties in the European Community after 1992.

The meeting follows concern in the UK spirits industry about the threat to its exports of increased tax discrimination between spirits and wine and beer.

A last-minute protest from the industry - led by international drinks companies, Guinness, Grand Metropolitan, and Allied-Lyons - prevented the government from agreeing proposals in July that would have raised spirits prices by £2.50 a bottle in Spain, Greece, and Portugal.

Classic FM secures station

Classic FM has secured its place as the UK's first national commercial radio station.

Classic, which plans to offer a popular classical music service 24 hours a day, was awarded the franchise last month subject to confirming that its £2m financing was in place. Classic FM which has now raised £6.3m was second in the highest bids for the "non-pop" national commercial licence with a bid of £670,000 a year.

Greenway case

A hearing opened at Bow Street magistrates court for the committal trial of Mr Harry Greenway, Conservative MP for Belling, west London, and four other men on corruption charges involving British Rail contracts.



Reflection of the times: Mr John Judson (left) and Mr Christopher Derry of auctioneers Henry Butcher with aircraft to be auctioned on Thursday at Stansted airport, Essex. The sale, expected to raise £11m, includes lots from the US, France and Belgium.

Evidence at Guinness trial

Southwark crown court in London heard evidence that Mr Roger Seelig, former corporate finance director at Morgan Grenfell, wanted to compensate those who supported Guinness's share price during its takeover battle with the Argill supermarket group for Distillers in 1986.

Mr Olivier Roux, former Guinness finance director, said he and Mr Seelig had arranged for false invoices to be submitted to Guinness to cover payments to supporters.

Mr Roux is the first prosecution witness in the trial of Mr Seelig and Lord Spens, the former corporate finance managing director at Henry Ansbacher merchant bank.

Both deny criminal involvement in an unlawful share support operation mounted by Guinness to induce Distillers shareholders to exchange their holdings for Guinness shares.

Bank denies breaking ranks

Royal Bank of Scotland denied it was breaking ranks with other banks by launching the

UK's first cheque guarantee, cash and debit card with the customer's photograph etched into it. The bank is to ask customers to take part in a pilot project for the new version of its Highline card.

Abta attacks new proposals

Government plans to tighten regulation of the travel trade do not go far enough to ensure full protection of consumers, according to the Association of British Travel Agents (Abta). It said unless these loopholes were plugged, holidaymakers could lose millions of pounds and risk being stranded abroad if their travel companies ceased trading.

Builder to sue government

Mr Mark Harries, a Cardiff builder and entrepreneur who says he is going bankrupt, has been given leave in the High Court for a £1m compensation claim against the Treasury over the way the Government has handled the country's "affairs, laws and assets". At a brief private hearing in

London, a High Court official said the case was worthy of consideration.

Gascoigne has knee operation

Mr Paul Gascoigne, the England soccer star, is recovering from a second operation on his right knee which could jeopardise his transfer from London side Spurs to the Italian club, Lazio. The operation followed a scuffle at a night club in Newcastle upon Tyne.

WORLD ECONOMY

The FT proposes to publish this survey on October 14 1991. It will be of particular interest to the 54% of Chief Executives in Europe's largest companies who read the FT. If you want to reach this important audience, call Tina Louise Collins on 071 873 3230 or fax 071 873 3079.

Data source: Chief Executives in Europe 1990

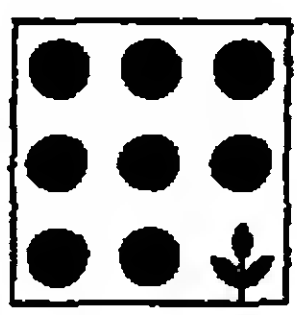
FT SURVEYS

Leipzig Spring Fair '92
March 5-10, 1992

New Markets Need New Trade Fairs

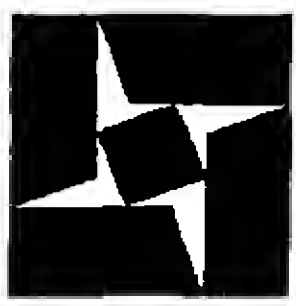
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FINANCIAL TIMES

UK NEWS

Labour pledge to make Britain 'best in Europe' Draft code on MPs and lobbying draws immediate criticism

By Philip Stephens, Political Editor

MR Neil Kinnock will today launch his general election campaign by committing a future Labour government to the creation of "a strong economy, a fair society and a modern community."

In a speech to the opposition Labour party conference in Brighton designed to demonstrate that his party now has a clearly-defined programme for government, Mr Kinnock will spell out the priorities for his first year in office following the election, which must take place before June next year.

Under the slogan "making Britain the best in Europe", he will put investment in the economy, the extension of opportunity to the disadvantaged and excellence in public services at the heart of Labour's campaign.

He will signal that Labour will leave the door open to possible changes in the electoral system to embrace proportional representation as part of a commitment to the widespread devolution of power.

The speech will follow a carefully-orchestrated display of Labour's talent yesterday at the annual conference in which the stars of its "front bench" team - Mr John Smith, Mr Gordon Brown, Mr Tony Blair, Mr Jack Straw and



TALKING HEADS: Neil Kinnock, Roy Hattersley, and John Smith on the platform at Brighton as Labour launched its last conference before the next election

Mrs Margaret Beckett - sought to blend the promise of economic prudence with the promise of action.

Mr Smith, the opposition's economic spokesman, sought to pre-empt further Conservative attacks on Labour's tax and spending policies by underlining once again that those earning less than £20,000

would not face higher bills. He also offered a clear hint that his proposed new 50p top rate of income tax will not apply to those earning less than £40,000. The current 40p top rate is levied on earnings of above £27,000.

He derided the government's economic record and promised that Labour would deliver a

real recovery: "A recovery based on investment in industry and in people, not another candy floss consumption boom."

The mood of the conference yesterday was deferential rather than excited but Mr Smith, Mr Brown, and Mr Blair all confirmed their status as potential future leaders of the

party with strong speeches from the platform.

Mr Brown, the Labour trade and industry spokesman, promised to establish a new "university for industry" as part of a clutch of initiatives to revive the country's manufacturing sector.

From Mr Blair and Mr Straw there was a promise that

Labour would begin a programme to make Britain's best educated and trained workforce in Europe.

But with Mrs Beckett, the junior spokeswoman on economic affairs warning that Labour would not spend more than it could afford, none of the speakers put specific price tags on their plans.

Europeans insist: It's my party and I'll cry if I want to

BRITAIN'S Labour party takes its turn this week to sell its policies to the electorate.

Its annual conference, like that of the ruling Conservatives and third party Liberal Democrats, is designed to convey the image of a united party equipped to govern.

A successful conference can boost public support just as quickly as a disastrous one can destroy reputations and rewrite the political agenda.

Here FT correspondents review the current health of the party conference season in four European countries:

● France: leading political parties are beginning to find that party conferences are the last place where they can expect to keep the lid on internal divisions.

To their cost, the two leading parties, the Socialists and the Gaullist RPR, have found that personal power struggles have taken over from the usual ideological debate at their most

recent biannual conferences, last year.

Rivalry between potential presidential candidates at the Socialists' last congress in Rennes left the majority clan of President François Mitterrand intact, but only just. The damage was so serious that the party has had to call a new conference in mid-December - a year earlier than usual - to try to heal internal divisions.

Mr Chirac, president of the RPR, was put on the spot last year by an uncomfortably close challenge by the party's populist wing, led by Mr Charles Pasqua, calling for a return to the party's nationalist roots and a tough line on immigration.

This kind of power struggle is almost unheard of at the National Front, where the extreme right wing Mr Jean-Marie Le Pen maintains a booming dominance over his conferences. The Communists have managed to stifle dissent

against the Stalinist line of their leader Mr George Marchais. Meanwhile, Mr Marchais' interminable speeches will make sure the Communists continue to hold the dullist party conferences in France.

● Germany: Conference season is an open-ended affair, rolling through the year interspersed with "party days" in the different states. But the idea of fringe-politicians gathering on the sidelines to take potshots at their Bonn masters is unknown outside the Green Party.

Members of the senior parties, the CDU and SPD, know what has happened even before the conferences start. But they turn up all the same for the mutual backscratching, and to nod as the party bosses tell them what is good for them and the country.

Unification a year ago has widened the choice of venues. The CDU, for example, gathers

in Dresden in December for a party day in the east where it will rubber-stamp the choice of Ms Angela Merkel as deputy chairman of the party.

● Spain: Party conferences in Spain - known as congresses - are sometimes dismissed as a fix, with most discussion agreed before speakers get to their venues. But last year's congress of the ruling Spanish Socialist Workers Party (PSOE) may have broken the mould with Mr Carlos Solchaga, the finance minister, declaring at the end of it: "I am the loser".

Mr Solchaga was seeking the election of more cabinet ministers to the party's governing federal committee. But the party administration mounted a successful campaign to frustrate him.

The row helped improve the reputation of the Spanish congresses as forums where something actually happened.

Interest at these gatherings tends to centre on the election

of party officials rather than on broad policy guidelines. The PSOE pays only scant attention to positions adopted by its congress.

Further signals that congresses may be assuming greater political relevance came last weekend when the Centro Democrático y Social (CDS) party of former Mr Adolfo Suarez, the former prime minister, ignored his favoured replacement candidate and elected someone else.

In a throwback to the years of the Franco dictatorship, when conferences were held in exile, political parties remain reluctant to fix pre-set dates for their conferences.

● Ireland: Party bosses run the show at conferences in Irish politics. One party veteran says: "There is a lot of razzamataz, a bit like a Democratic convention in the US. The leader's speeches will attract upwards of 8,000 delegates and observers, but for

the remainder of the conferences attendance is often quite sparse."

Conferences are designed to show the flag and inspire the party faithful. They rarely make waves.

The two main parties, Fianna Fail and Fine Gael, discuss and debate policies at their annual conferences. But in Fine Gael's case, conference resolutions are not binding on the parliamentary party which ultimately controls policy and decides upon its platform.

In Fianna Fail's case, the conference is technically the supreme authority of the party, but in practice it is the party leader who wields the power.

That practice was showing signs of strain this week, as Mr Charles Haughey, the prime minister and head of Fianna Fail, faced a rebellion from his own backbenchers.

Reports by William Dawkins, Christopher Parkes, Peter Bruce and Tim Coome

By Allison Smith

THE PLANS for a register of professional parliamentary lobbyists put forward by a cross-party committee of MPs yesterday have already been criticised for not going far enough in meeting concern about the growing extent and professionalism of the lobbying business.

The select committee on MPs' interests recommended in its report that the House of Commons should require lobbyists to register and abide by a code of conduct.

Each lobbying company would have to list on the new register its own directors and lobbying staff, any associated company and directors, all clients during the previous year, and MPs with a financial link.

Such a move would be controversial. The committee has already been told that some clients would be extremely "embarrassed" by its becoming known that they were seeking professional lobbying advice.

The elements most likely to attract attention in the draft code of conduct seem the banning of payments by result, and the undertaking not to offer an MP any inducement to further the interest of a client.

MPs would still, however, be able to receive "proper remuneration" as directors or retained consultants.

Sir Geoffrey Johnson Smith, the committee chairman, emphasised that the form of the register and the draft code set out in the report were not final recommendations but intended as the basis for discussion if the House of Commons agreed in principle to the register. Modest though the report is, even that did not pass through the committee unopposed.

Although the difficulties associated with a register are admitted, the report concludes: "The House has nothing to gain and a good deal to lose by allowing the present obscurity to persist."

The committee envisages that a register should be in place soon after the election. A later extension to other forms of lobbying, such as trade associations or pressure groups, is not ruled out, Sir Geoffrey made it clear that the priority was with professional

lobbyists where "there is a particular need for transparency", because of the wide variety of interests represented.

Mr Roger Hayward, the president of the Institute of Public Relations, the professional body for public relations officers, welcomed the report, but regretted the "inconsistency" that, because the register will be a function of the Commons, there will be no requirement on companies which lobby only government departments to register. In Canada, the statutory based register is primarily directed at those lobbying ministers and civil servants.

One UK lobbyist said yesterday that there were times when MPs would be "irrelevant" to decisions effectively taken by departments, and that the tightening should have extended to those lobbying Whitehall officials.

Some professionals also criticised the report for putting undue emphasis on lobbying at the expense of the basic point that lobbyists have only the access to parliament that MPs allow them.

MPs are allowed to have outside commercial interests, but they must be listed in the register which is already published annually, and declared if relevant to a speech made in the Commons.

The report this year will include ways to make the registration requirements more precise, and reviews of trade union sponsorship and MPs' links with consultants.

Less reassuringly, perhaps, it will also address whether there should be a "statute of limitations" - committee members were concerned that the complaints against Mr John Browne, the Tory MP for Winchester who was censured for failing to declare all his business interests, went back some seven or eight years.

A rejected draft of yesterday's report said: "Lobbying per se is not a practice which can pervert parliament unless MPs allow it to happen."

It is the forthcoming recommendations about MPs themselves, rather than a register of parliamentary lobbyists, which will really test the committee.

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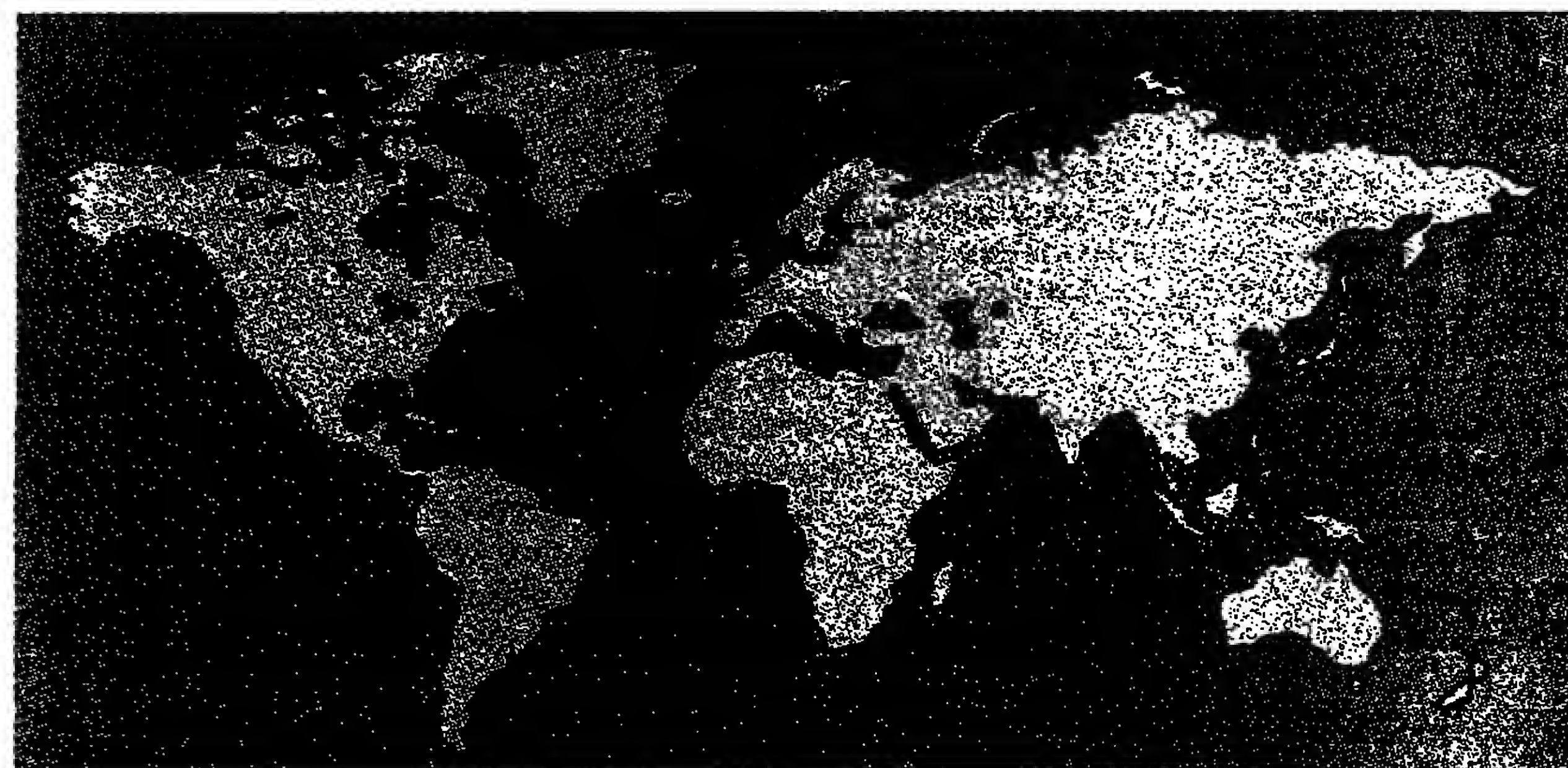
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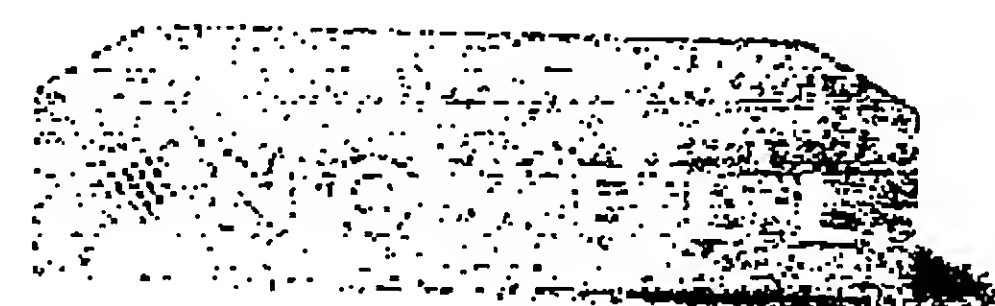
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PT SURVEY

MANAGEMENT: The Growing Business

Independent consultants

Going it alone

Charles Batchelor reports on executives forced to change careers



Chris Goodban: as a computer specialist, he has a clearly defined market for his skills

Chris Goodban lost his job as a commercial manager with Cadbury Schweppes following an internal reorganisation but found short-term employment with a small interior decorating company. After a while Goodban started to feel "underemployed, overpaid and vulnerable" so, at the age of 47, he set up as a management consultant, specialising in computers and management information systems.

Peter Holland had always thought of working through to retirement until, at 50, he noticed that few senior executives in his company, an international mining group, stayed beyond the age of 55. After working on an 18-month project for a packaging distributor, Holland also became a management consultant.

The two men are part of a small army of senior executives who have been forced to modify their career plans as large companies have slimmed their workforces over the past decade. They have been joined by people like accountants who also face fewer opportunities in their chosen profession. Some move into other forms of paid employment but a growing number are opting for the life of the independent consultant.

A recent survey by GMS Consultancy, which places executives with firms on short-term contracts, showed that 30 per cent of independent consultants had a background in general management, 18 per cent in finance and 14 per cent in sales and marketing. A further 11 per cent had an engineering background, 9 per cent had computer skills while 6 per cent came from a career in personnel.

Charles Russam, managing director of GMS, estimates that the market for senior managers operating as independent consultants is worth £70m-£100m in fee income a year. "A lot of businesses are understaffed because they have slimmed down during the recession," Russam told a seminar arranged by Chartac, the recruitment division of the Institute of Chartered Accountants (ICA), last month. "When business picks up managing directors won't take on more people straight away because they have just stopped firing them. So they will use independent consultants."

The market for their services may be there but independent consultants struggling to become established face many of the problems common to start-up businesses. In addition, they face specific difficulties

ties which stem from their career background and the nature of consultancy work.

The old suspicion that consultancy is "not a proper job" or is merely a euphemism for being unemployed still remains. Newcomers are advised not to tell prospective clients that they are only filling in time until they find employment, Russam warns.

One of the most significant changes which will occur in the life-style of the new consultant will result from working from home. The domestic partner, used to waving the spouse off on the 8.03 each morning, is suddenly confronted with someone demanding cups of coffee, space and silence in which to work, and extensive use of the home phone.

The scope for marital discord should not be underestimated and the support of both spouse and older children needs to be won. It is also essential to establish a working routine which prevents distractions and also sets limits to the amount of time you spend on the job. "It can be non-stop," warns Peter Bachelor, a GMS director. "If you are not working for clients you are marketing yourself. It will take you over. You must allocate time for yourself."

One of the biggest shocks facing the company executive turned consultant is the need, probably for the first time in his career, to "sell" himself to prospective clients. This may involve telephone calls though a number of the professional consultancy organisations have yet to draw up guidelines for their members on the "cold calling" issue - mail shots, giving lectures or talks and writing books or articles for the press.

Many consultants start up on their own on the back of a large contract from their previous employer while others make use of business and social contacts. Peter Holland started out with a commitment to 40 days' work a year as a non-executive director of his former employer, added a second smaller contract and signed up a third client for five days' worth of research into the metals business.

Chris Goodban, who calls the quality of his work "terrifying," obtained work from former business contacts. He maintains a list of press cuttings featuring companies which look as though they might need his services. He follows these up when business is slack and also makes use of long-established social contacts

made through his involvement in his bridge circle and the local hockey club.

As a computer specialist, Goodban has a clearly defined market for his skills but some would-be consultants are less certain about their special area of expertise. It is, however, essential to specialise and not simply present yourself as a Jack of all trades, says Russam. One established consultant at the seminar had made a speciality of advising companies on managing their pension funds while another helped companies in the agricultural supplies field.

Once the consultant has won a meeting with his prospective client he should then rein back on the self-promotion, advises David Turner, another speaker at the seminar. It is important to be a good listener and demonstrate understanding for the prospective client's problems. "People only buy a consultant they like," says Turner.

When it comes to making a written proposal the consultant should describe the objectives of the project, the methods which will be used, the costs, the benefits which can be expected and the timetable of events.

The terms of reference should be carefully drawn up,

says Turner. One executive who began working as a consultant for the company which had previously employed him found that the managing director still treated him as an employee. The managing director assumed he was taking responsibility for the project which, as a consultant, he was not prepared to do.

A crucial aspect of the contract is the fee. A recent survey by GMS of independent consultants providing financial advice showed most earned between £230 and £320 a day. A successful consultant should be able to earn between £40,000 and £50,000, roughly equivalent to his salary in employment, suggests Russam, though incomes reported to GMS ranged from £20,000 (possibly including people who were semi-retired) to £100,000 and above.

Few people quote a fixed rate, however, and most vary their fees according to the client, the difficulty of the project and the length of time involved. The consultant should, for example, charge a higher daily rate for a three-day assignment which requires two days of unchargeable preparation than for a project spread over several months, says Bachelor. "If you get three chargeable days a week for 40 weeks a year you would be doing very well," says Holland.

Marketing yourself, finding clients and charging enough to make a living are all issues which the would-be consultant must address. But there are compensations for going independent. The age discrimination which can affect managers over 40 does not apply in the consultancy field where age can be seen as an advantage.

Up to a point the independent consultant can choose projects which interest him and avoid those which do not. Chris Goodban says he enjoys not being involved in office politics or the problems of staff management. Peter Holland recounts a conversation with a client who said: "If I had not met you six months ago my company would be in liquidation now." It is satisfying sending out an invoice and getting a cheque in the mail because "I know I have earned it."

Further reading: *101 Ways To Succeed As An Independent Consultant* by Timothy Foster. Kogan Page. 92 pages. £5.99. *Practical Management Consultancy* by Calbert Markham. Accountancy Books (ICA). 230 pages. £3.95.

GMS Consultancy, Tel. 0582 666970. Chartac Recruitment Services. Tel. 071 833 3291.

Angels give a helping hand to small firms

By Charles Batchelor

Private investors could become a much more important source of equity finance for small companies in the UK, according to a new study.* In the US, private investors or "business angels" pump more money into small firms than the venture capital industry.

At present private funds are not fully exploited by small businesses in the UK and the "angels" are unable to find enough good investment opportunities, the study by Colin Mason of Southampton University and Richard Harrison of Ulster University concludes. The researchers spoke to 86 angels.

They call for the creation of a national network of local or regional "marriage bureaux" to bring the two sides together.

The growing awareness of the potential of private investors is reflected in government plans to encourage a nationwide network of contact points between would-be investors and small firms seeking capital.

The government has asked local Training and Enterprise Councils to play a key role in setting up such a network starting with a two-year pilot scheme in five areas.

Mason and Harrison suggest a six-point plan of action for spotting angels. Business owners should:

● Search locally because most

angels are reluctant to invest too far from home. Just over half invest within 50 miles of their home or office and two thirds within 100 miles.

● Look for angels in the business community, especially among successful entrepreneurs and ex-entrepreneurs. Two thirds of private investors had founded one or more businesses.

Thirty five per cent of angels surveyed described themselves as business managers, managing directors or chief executives while a further 35 per cent were business or financial professionals. Other professions such as scientists, engineers, doctors, dentists and teachers provided few investors.

● Look for angels among the well-off rather than among millionaires. Average income of those surveyed was just under £50,000 though relatively few had very high incomes. Forty four per cent earned £25,000 to £49,000 while 16 per cent earned £100,000 or more.

Most were comfortably off but relatively few were extremely wealthy. Twenty seven per cent had a net worth (excluding their main home) of £100,000 to £249,000 while 19 per cent had £250,000 or more.

● Approach angels through their friends and business associates but also be prepared to contact them directly. Accountants often suggest deals but

their ideas rarely translate into an investment. Bankers, stock brokers and lawyers are not seen as a source of contacts. Informal investors also avoid organised referral sources such as business brokers or investment clubs.

● Be aware of the main criteria used to evaluate investments. Angels (like the formal venture capital industry) place great emphasis on the talents of the entrepreneur and management, growth prospects for the business and realistic pricing of the equity.

● Companies seeking larger amounts of capital should target syndicates of angels rather than those investing on their own.

"Our evidence suggests that business angels will invest in many situations where institutional investors will not or will offer a better deal," the researchers state.

The *Informal Supply of Venture Capital in the UK: From Urban Policy Research Unit, Department of Geography, University of Southampton, Southampton SO9 5NH. Tel. 0703 582217. £5.50 inc p&g.*

In brief...

In the business rate poundage to be set for 1992/93.

■ A brief summary of the main tax reporting requirements for a company and penalties for non-compliance is provided in a new booklet from accountants Arthur Andersen.

Penalties, particularly those relating to VAT, have been increased substantially and the introduction of the new Pay and File regime from October 1 1993 makes it even more important for companies to understand their obligations, A.A. suggests.

Companies should make sure they have procedures in place before that date to enable them to meet the relevant deadlines. *Tax Compliance: an increasing burden. 12 pages. Free. From Arthur Andersen offices including 1 Surrey Street, London WC8R 2PS. Tel. 071 438 3000.*

■ Investment by small firms dropped sharply in the first half of 1991 to its lowest level in six years, according to the NatWest Small Business Investment Index.

Investment fell by 39 per cent compared with the last six months of 1990 and was 58 per cent lower than in the first half of 1990. This confirms fears that the slump in small firms' sales had hit new investment plans hard, the bank said.

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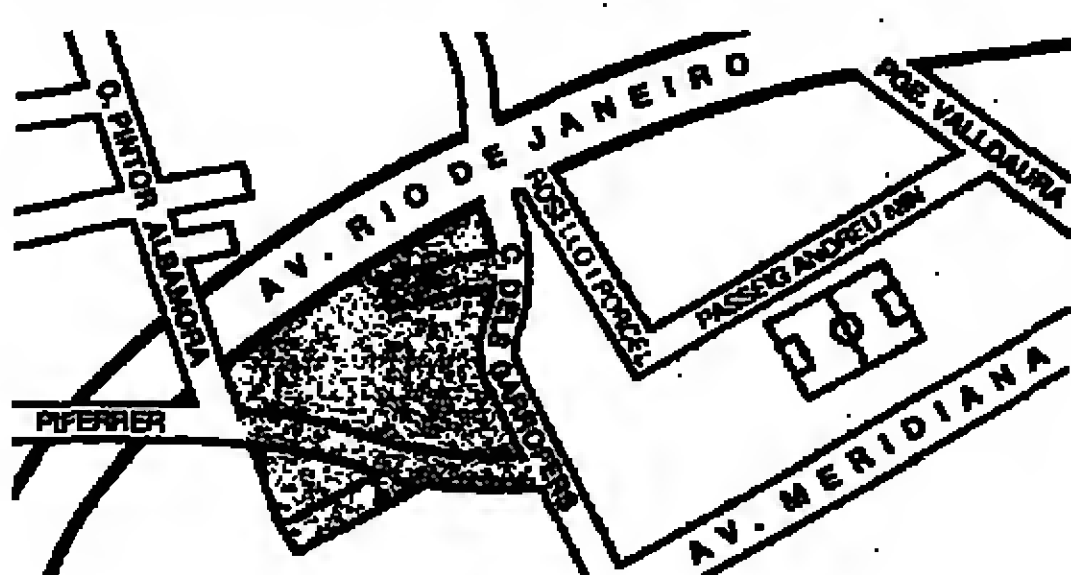
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ARTS

Pastiche and religious obsessions

William Packer on the work of three young artists currently at the Saatchi gallery



'Not Picasso (Three Women at the Spring, 1921)' by Mike Bidlo, 1987

So the year wears on and with the change of season comes the next batch of work from the Saatchi collection (98a Bondary Road NW8, until the spring, open Friday & Saturday or by appointment - 071 624 8299). This time there are no big names, but three comparatively obscure ones, at least in Britain. That they should also be still quite young and yet enjoy already a fashionable success in America might make the heart sink, but their work is strong enough to command particular interest, with enough in common to make a show of perhaps unexpected coherency.

Yet it would be a mistake to make too much of the connections. The two painters, Mike Bidlo and Manuel Ocampo, are concerned with pastiche, with all its contradictions and ambiguities. The photographer, Andres Serrano, is also in some sense pasticheur, in his use of the cheap votive imagery of popular Catholic piety. He also shows a series of monarchical portraits - if portraits it is that consists only of eyes caught through the slits of a hood - of certain grandees of the Ku-Klux-Klan. In these respects, both religious and fanatic, he is close to Ocampo, whose current preoccupation is with ideas of colonial and religious oppression.

Each of these artists is thus

concerned with making art that is self-consciously about Art and the making of Art. And each goes on to strike, or at least infer the striking of attitudes that are variously sociological, economic and political. That each, in his own terms and by current orthodox, should clearly be correct in his thinking, goes without saying.

Bidlo makes full-scale copies of the works of modern masters, the examples here after Picasso, Léger, Warhol, Pollock and Man Ray. Such an exercise presents little in the way of technical difficulty, less if, like Bidlo, you content yourself with the simple, albeit accurate transliteration of the given work, rather than try to achieve its true density and complexity of factors - surface, paint, line, touch. These are versions offered to us deadpan, which is both disarming and intriguing.

They raise the obvious questions of value and authenticity. Decoratively convincing at a distance, they lure us into a surface that is flat, bland, uninflected. The 'Not Warhol (Campbell's Soup Can 1962)' does offer a certain ironic emphasis, though by its nature hardly dramatic. With the 'Not Picasso (Guernica)', however, the arbitrary pointlessness of the exercise is inescapable, once the initial effect has been achieved. And if we should cri-

tice Bidlo for our disappointment, the answer can only be the question in return: what did we expect?

Ocampo's copying is rather more free in spirit, pastiche of style and genre rather than of any particular work. Filippino himself, he draws upon the popular colonial tradition of



'Klansman', 1990, by Andres Serrano

devotional painting in the 18th and 19th centuries, so innocently decadent in its corruption of the distant baroque ideal. It is a sophisticated double-take, the stilted imagery, the crude handling, even the physical distressing of the canvases themselves, all skilfully and delicately registered.

Not so innocent, however, perhaps not so sophisticated, is the imagery itself, with its catalogue of secular and spiritual brutality, ancient and modern, each mirroring and serving the other. Here are inquisitors and Klansmen, Nazis and assorted political thugs, monks and soldiers, beasts and devils, tortures, executions and bleeding Christs. The anticlericalism is clearly deeply felt but hardly new. Do we not know that the Church has often been as cruel and rapacious as any state, that one man's empire is another's prison, that altogether man is vile? Ocampo might well ponder that while it might make him fashionably acceptable, it is not his subject that makes his work interesting, or him an artist.

And Serrano's large colour photographs are immediately impressive and yet, despite their subjects, oddly seductive. Can it be simply that the pervasive presence of similarly highly-wrought images on every hoarding, in every magazine, drains even the strongest image of authority? And the contrary doubt creeps in, that such images as these are impressive only by virtue of their size and the slickness of their presentation. Quite what would they lose for being a fraction of that size and in black and white? Then there are the images themselves. These Klansmen

are sinister indeed, but a hooded head is never less than intriguing and mysterious, and it is only the knowledge we bring with us of what the Klan is that makes these especially sinister. The frisson, such as it is, is easy to achieve and quite gratuitous. So too with the religious images, kitsch and conventional Christs, Madonnas, Disciples at the Last Supper, all immersed in variously coloured liquid, softly lit and out of focus.

As such we would happily take them or leave them. But once told these are baths of blood and urine, we sense we are in the presence of the higher pretension. In Serrano we have one who would be one of the great religious thinkers of the age. 'Filling the container with actual blood, rather than a synthetic substance', runs the unblinking exegesis, 'is an usually literal evocation of Christ's martyrdom. It reminds one of the Church of Rome's insistence that believers accept the transubstantiation as a literal translation of the bread and wine of the Eucharist into the body and blood of Christ. Thousands of Christians have chosen to die rather than embrace what they saw as a symbolic form of cannibalism. 'Blood Cross' can be seen as a monument to theological intransigence and the persecutions carried out in its name.' Do we laugh or cry?

LSO Debussy and Czech Dvořák

BARBICAN HALL

Michael Tilson Thomas and the London Symphony Orchestra gave on Sunday an account of the music from Debussy's *Martyrdom of St Sebastian* that immediately placed itself among the great events of the London concert year. It was an exceptionally secure presentation, confidently prepared, and numbering among its successes the performance of the LSO choir (who had been schooled in French vowels notably well), the soloists - Sylvia McNair (in exquisitely limpid, lightly floated voice), Ann Murray, and the remarkable young French contralto Nathalie Stutzmann - and Leslie Caron (a brilliant choice, at once poetically fragile and commanding) as speaker.

More important, it revealed

- even more than an impressive account of *Jazz* had done earlier in the evening - the conductor's deep sympathy with late Debussy. What an astonishing work this remains: the original theatrical collaboration (1911) between the composer, the playwright D'Annunzio and the dancer Ida Rubinstein on a theatrical *mystère* (as they termed it) may have produced a strange hybrid of spoken dialogue, song, spectacle and religious pantomime impossible to revive effectively today; but the concert-hall solution, in which the speeches of the saint are excerpted and the instrumental and vocal numbers given in full, can afford a peculiarly uplifting experience, for it at least provides an intelligible context for the aura of rarefied beauty

with which the musical portions are irradiated. The flesh of D'Annunzio's libretto may be soft and squashy, but the bone structure of the music is marvellously firm. Indeed, in *Le Martyre* the sensuous and the ascetic in Debussy's creative personality were reconciled and harmonised with unrepeatable refinement. Tilson Thomas, evidently responds with equal sensitivity and understanding to both aspects. He may not layer the spare strands of music in the scenes of martyrdom with the immaculately cool detachment achieved by Boulez in his memorable London performances; but on Sunday there was something wonderfully fresh, free and precise about the handling of each episode. The playing and

singing never failed to set the scene: this was concert-hall drama at once passionate and chaste, and distilled to a rare potency.

Earlier in the week, the Czech Philharmonic returned to London to give three Barbican concerts devoted entirely to Dvořák. This most beloved of orchestras is not a crack band of precision-tooled virtuosos but an ensemble of music-makers. Hearing them again was a tonic - one's belief in the life-enhancing properties of orchestral concert-giving could hardly fail to be restored thereby.

The conductor of Friday's programme, last of the three, was not Jiří Bělohlávek (currently the orchestra's chief) but Libor Pešek, admired musical director of the Royal

Liverpool Philharmonic. Pešek certainly knows how to shine a sympathetic light on the native characteristics of the Czech Philharmonic - robust, warm strings; euphonious but not too smoothly blended brass and wind; ample phrasing in all departments.

The Overture in *Nature's Realm* and Seventh Symphony seemed to play themselves; the qualities of Dvořák's dramatic potency and intensity in the latter were left to look after themselves, but what a joy to hear the language of the music spoken with unforced idiomatic accents. In the violin concerto the soloist was Miriam Fried, not always impeccable in fast flourishes but deeply touching in slow movement songs.

Max Loppert

Merce Cunningham and Company

THEATRE DE LA VILLE, PARIS

Time, you often hear, is the great test of art. But that is too simple. Some masterworks don't survive. Paintings are destroyed, buildings bombed, books burnt. And dances, above all, vanish. You have to take in what you can now, for in ten or 40 years' time some of it will be gone.

There is no substitute for watching the works of a choreographer while he himself is supervising them. Some ballets will survive, will fascinate on different levels, and will even gain stature. But several of the levels they once had will almost certainly fade. This is why I catch up with Merce Cunningham's work as often as I can. 'He's all the avant-garde we've got left,' I remember an American dancer once saying at the end of the conservative 1980s. But he's also a classicist, a modernist, a dramatist, an abstract expressionist and more; and I value him most because his work takes me back to basics. See, for example, *Neighbors*.

Cunningham has long maintained that it is enough for dance to be its own subject-matter, and he seldom lets people know if a work has a specific subject-matter in his mind. In the case of *Neighbors*, however, he said to a colleague 'It's about three couples - probably from the suburbs.' The colleague said 'Is that all?' Cunningham replied 'Isn't that enough?' I love this story, because *Neighbors* shows you that what would be a prosaic, mundane and unexciting little subject to most artists is for Cunningham a most artist's for psychological subtlety, human variety and brilliant detail.

One of the most famous facts about Cunningham is that he broke from Martha Graham in 1945 because he did not care for the way she was pushing dance into psychodrama. But Cunningham is in fact a very fine psychologist. He sees that there is more to dance, and life, than charting the psyche;

but he has, on occasion, explored the stranger reaches of the mind further than almost any other dance-maker.

How wonderful the way here he choreographs oddities or eccentricities of movement and yet makes them not absurd but thrilling. He shows too how a couple may be more peculiar in private than in public, and how touchingly or surprisingly one person may influence others. The differences between men and women, the little private bond between people, register acutely. The mood of *Neighbors* is now forthright, now soft, now jocose.

People don't talk much of this aspect of Cunningham because he doesn't. You could cherish *Neighbors* solely the way he has encouraged people to see his work, as pure dance. It has great vigour and a very broad range of dynamics. It seems to contain every jump in the book; and not only half the turns that are in the book but also several that aren't. And yet it all knits into a piece.

No less than four of the six works Cunningham & Co. showed in Paris this September were premieres. Usually I prefer those Cunningham works which are discernibly unified in style, but *Neighbors*, which is certainly that, I found thin.

The two other new works, by contrast, are diffuse but choc-a-bloc with extraordinary material. Both *Loosestrife* and *Travellers* are large ensembles that are made of smaller group dances and, in particular, solos. *Loosestrife* has one amazing moment when the young Jennifer Weaver comes bounding in at the back from the wings; two grand jetés; then she stretches up high in extreme attitude, her head and torso bent low. Everyone else onstage also freezes, and, with her holding in this position, stillness reigns for a long while. I haven't seen a more

exciting sequence of dance in many months.

Cunningham made *Travellers* with the aid of a computer at Simon Fraser University, Vancouver. Cunningham's sensibility is as attuned to computer methods as it is to tossing a coin, the I-Ching, film, video and all the methods he has used in dance-making over the years. The best news about *Travellers* is that the computer has helped Cunningham to create a recognisably Cunningham work. Some of its solos are simultaneous. Where to look when Helen Barrow is executing an absorbingly slow, strange adagio on one side of the stage and Jennifer Weaver is taking off in fast, novel turning jumps on the other?

In one passage, Carol Taitelbaum remains on one leg, holding one position, then another, and another, with such powerful intent that she projects not just a physical feat but, again, a psychological state of wonderfully weird fixation. In *Travellers* she exists, it seems, out on the outer limits of the mind; and her brooding intensity is phenomenal.

The Paris repertoire also included *Exchange* (1978), an elaborate masterpiece of structure being revived after a 10-year absence, and *Native Green* (1985), which has never looked better. In *Exchange* Alan Good now dances the leading role, which Cunningham originally made for himself (as London saw in 1951). This is the most important reconstruction of a Cunningham role I have seen. Many of Cunningham's own roles seem Shakespearean (Prospero, Lear, Jacques) and Good made me see how this role, like Richard II or the Duke in *Measure for Measure*, becomes both outsider and insider, both ruler and abdicating witness. And he brings it a heroic beauty and an inner lyricism that are his own, and quite new.

Alastair Macaulay

OBITUARY

Miles Davis

Miles Davis, the jazz trumpeter, died in hospital of pneumonia on Saturday, following a lifetime of poor health exacerbated by drug addiction. He was 55. Davis was arguably the most consistently influential figure in jazz since he first blew cool, aged 19, with Charlie Parker in 1945.

Miles Dewey Davis III was born in Alton, Illinois, into a middle-class family. He went to the Juilliard School of Music in New York, but was soon seduced by clubs, the sounds of bebop and Charlie Parker in particular. By the end of the 1940s he was precociously leading his own nine-piece band and formulating the detached but supple sound which would be his abiding hallmark for the coming 40 years, even into his jazz-rock fusion period.

After a period of relative inactivity in the early '50s,

Davis went into the creative jet-stream in 1955 which would carry him through to the 1970s and breakdown. He formed the classic quintet of John Coltrane, Red Garland, Paul Chambers and Philly Joe Jones, followed by collaboration with Gil Evans and his sublime orchestral arrangements. 'I don't play that way any more,' he would insist subsequently. Ironically, he did, at his last major appearance, in Montreux, this summer.

After his ground-breaking work with Evans, Davis formed a new quintet which brought Herbie Hancock and Wayne Shorter to prominence and initiated a new way with small group improvisation, carrying jazz into the mid-1960s. In a frenzy of activity towards the end of that decade, he changed direction again and virtually invented jazz-rock

fusion. In the middle of this musical ferment, he was kicking a heroin addiction, picked up alongside other jazz musicians as a hip habit, and sustaining a cocaine dependency.

In 1975, Davis finally conked out, both sick and tired, and stayed out of action until 1980, when he returned looking rattled but renewed creatively and armed with more electronics and tougher rock lines.

A musician whose arrogant personality was at odds with the emotional depth and breadth of his work, Davis, sick with diabetes, signed off his recent autobiography saying he didn't have time to worry about death. 'The urgency to play and create music today is worse than when I started. It's more intense. It's like a curse.'

Garry Booth Miles Davis



INTERNATIONAL ARTS GUIDE TODAY'S EVENTS

AMSTERDAM

Concertgebouw. 20.15 Cho-Liang Lin, accompanied by Michael Dussek, plays violin sonatas by Ravel, Fauré and Franck. Tomorrow 12.30: lunch concert with Riccardo Chailly and the Royal Concertgebouw Orchestra. Tomorrow, Thurs and Fri at 20.15: Chailly conducts Beethoven and Mahler (6718 345). Muziektheater 20.00 Final performance of Richard Jones' production of *Mazepa*, conducted by Hartmut Haenchen. Fri: libretto by Silioglia staged by Dario Fo and conducted by Alberto Zedda, runs till Oct 25 (6255 455/credit card bookings 6211 211).

BERLIN

Schauspielhaus 20.00 Jane Glover conducts the London Mozart Players in Mozart's *Haffner* and Paris symphonies, plus Vaughan Williams' *Oboe Concerto* with Gordon Hunt. Tomorrow: Mainz Cathedral Choir (East Berlin 2272 261). Philharmonie Kammermusiksal 20.00 Thomas Zehetmair is violin soloist with the Ensemble Oriol, in a programme including Britten's

Variations on a Theme of Frank Bridge and Mozart's *Serenade Notturna*. Tomorrow, Thurs, Fri, Sat: Hans Werner Henze conducts the Berlin Philharmonic Orchestra (West Berlin 2614 383). Deutsche Oper 19.30 Galina Kalinina sings Tosca. Tomorrow: Die Zauberflöte (West Berlin 3410 249).

CHICAGO

Lyric Opera 19.30 Samuel Barber's *Anthony and Cleopatra*: Richard Buckley conducts Elijah Moshinsky's new production with Catherine Malfitano and Richard Cowan in the title roles, and Jacques Trussel as Caesar, also Sat matinee. Fri: Bolto's Mefistofele (332 2244).

FRANKFURT

Alte Oper 20.30 Bach and Messiaen cycle. Tonight: Patricia von Blumroeder and Ior James give a recital of music for piano and horn. The cycle continues each evening this week till Sat, covering a wide range of piano and chamber music (1340 400). The Frankfurt Opera season opens on Sun with William Forsythe's ballet *Impressions du Czar*. The first opera production is *La traviata*, first night Oct 11 (238061).

THEATRE

This week's repertoire at the Bockenheimer Depot consists of *Iphigenie auf Tauris*, daily from tomorrow till Sun, in a two-hour version of Goethe's play directed by Herbert Kreppel (2123 7444). The English Theater Kassel is showing Somerset Maugham's play *The Constant Wife*, directed

by Martin Harvey, every evening at 20.00 except Mon (242 3160).

GENEVA

Victoria Hall 20.30 Armin Jordan conducts the Orchestre de la Suisse Romande in Schubert's *Overture in the Italian style*, extracts from Prokofiev's *Romeo and Juliet*, and Beethoven's Fourth Piano Concerto with soloist Radu Lupu. Repeated tomorrow in Geneva and on Thurs in Lausanne (292511).

LONDON

Covent Garden 19.30 Sian Edwards conducts Nuria Espert's production of *Rigoletto*, with a cast led by Matteo Manuguerra, Franco Farina and Judith Howarth. The only other Royal Opera performance this week is *Das Rheingold* on Sat (071-240 1068). Coliseum 19.30 Guido Aymone-Marsan conducts Jean-Claude Auvray's production of *La bohème*, with Vivian Tierney, Lesley Garrett, Joseph Evans and Alan Opie, also Fri. Tomorrow and Sat: The Mikado. Thurs: Billy Budd (071-836 3161). Barbican 19.15 Gala concert in aid of cancer relief, with Richard Stigoe, Peter Skellern and the City of London Sinfonia conducted by Richard Hickox. Tomorrow: Jeffrey Tate conducts the ECO. Thurs: Jesus Christ Superstar (071-638 8891).

NEW YORK

DANCE City Center 19.00 San Francisco Ballet opens its week-long New York season with a triple bill

including William Forsythe's *New Sleep* and Heigo Tomasson's *Handel Celebration*, repeated on Sun. The programme tomorrow and Sat includes Tomasson's production of *Sleeping Beauty* Act III and Balanchine's *Ballo Della Regina*. Thurs and Fri: Tomasson's *Con Brio* and David Bintley's *The Sons of Horus*, music by Peter McGowan (581 7907).

MUSIC

Avery Fisher Hall 19.30 Kurt Masur conducts the New York Philharmonic Orchestra in Bach's *Wedding Cantata* and Greg's complete incidental music to *Peer Gynt*, with the soprano Edith Wiens and the New York Choral Artists. Thurs, Fri, Sat and next Tues: Yuri Temirkanov conducts Prokofiev, Rakhmaninov and Rimsky-Korsakov (875 5030). Metropolitan Opera 20.00 Thomas Fulton conducts *Un ballo in maschera* with a cast led by Leona Mitchell, Sumi Jo, Stefania Toczyńska, Peter Dvorsky and Juan Pons, also Sat matinee. Tomorrow: *Idomeneo* (362 6000). New York State Theater 20.00 Mark Gibson conducts David Pfitter's production of *Les Pêcheurs de Perles*, with a cast led by Gall Döhl as Leila, also Sun matinee. Tomorrow and Sat: *Kornfeld's Die tote Stadt*. Fri: *Madama Butterfly*. Sat matinee: *The Most Happy Fella* (870 5570).

PARIS

DANCE Palais Garnier 19.30 First night of the Paris Opéra Ballet season: Giselle in a production by Patrice Bart and Genia Polyakov. Repeated on Thurs, Fri, Sat and Sun (4017 3535).

Théâtre de la Ville 20.30 Face Nord, a triple bill for the dancers and four musicians by Mathilde Monnier, with music by Louis Solvay. Runs till Sat (4274 2277).

MUSIC

Opéra Comique 20.30 Heinz Holliger conducts the Ensemble Modern and London Voices in Holliger's *Scandaleil Cycle*, with Aurèle Nicolet flute soloist. Thurs at Théâtre des Champs-Élysées: Holliger plays Bruno Maderna's *Oboe Concerto No 3*. Sat at Grand Auditorium of Radio France: Dutch Television's *Madama* film, followed by an orchestral concert featuring three Maderna works. These are the opening events in a series devoted to the music of Maderna and Holliger over the next two months, organised by the Festival d'Automne (4296 9694).

THEATRE

Odeon Théâtre de l'Europe The main drama event in the Festival d'Automne is Patrice Chéreau's production of *Le Temps et La Chambre*, a Boito Strauss play translated by Michel Vinaver, opening on Fri and running till Dec 15 (4325 7032).

Comédie Française This week's repertoire includes *La Tragédie du Roi Christophe*, Aime Césaire's new play about colonial Haiti (tonight and Sat), and Marivaux's comedy *La Fausse Suivante* (tomorrow). There are no performances on Thurs and Fri (4015 0015).

Atelier Shakespeare's Richard II is directed by Yves Gasc, with a cast led by Laurent Terzieff. Runs till Oct 27 (1 place Charles-Dullin, 18e, 4806 4924). Bouffes Parisiens Ornifle, Anouilh's bitter-sweet comedy about flaunting conventions, is directed by Patrice

Leconte with Jean-Claude Dreyfus in the title role. Tues to Sat, with matinee performances on Sat and Sun (4 rue Montigny, 2e, 4296 6024). A 24-hour recorded telephone guide to Paris entertainments is available in English by dialling 4720 8898.

WASHINGTON

Kennedy Center Concert Hall 19.00 Mstislav Rostropovich conducts the National Symphony Orchestra in Rossini's *overture to La gazza ladra*, Dutilleul's *Timbre espace* movement and Beethoven's Fourth Piano Concerto, with Eugene Istomin. Thurs, Fri, Sat: Rostropovich conducts Shostakovich's Eighth Symphony and Schumann's Cello Concerto, with Wendy Warner. Sun: Murray Perahia plays Mozart piano concertos with the Orpheus Chamber Orchestra (467 4600).

THEATRE

Tru: Robert Morse recreates his Tony award-winning performance in this one-man tour de force about the life of the American author Truman Capote, revealed in contrasting modes of subtle and hilarious characterisation. Written and directed by Jay Presson Allen. Daily except Mon till Oct 20 (Eisenhower Theater, 418 4800). The Time of Your Life: William Saroyan's Pulitzer Prize-winning play directed by Liviu Ciulei. Set in San Francisco in 1939, this is a timeless story with an eclectic assortment of colourful characters and a humanist message. Daily except Mon till Oct 27 (Araña Stage, 8th and Maine S.W., 488 3300).

European Cable and Satellite Business TV

(all times CET)

MONDAY TO FRIDAY Europe 0600-0630 International Business report

CNN 0730-0800 Moneyline 1230-1300 Business Morning 1330-1400 Business Today - a joint FT/CNN production with a review of business starts 2300-2330 World Business Today 0100-0130 Moneyline

Supersatellite 2130-2200 (Tues) East Europe Report - weekly financial report from FTV. 2130-2200 (Wed) FT Business Weekly - the latest round-up of business news with James Bellini and Debbie Middleton. 2130-2200 (Thurs) Talking Heads

Sky News 1200 Report 1130, 1730, 2130, 0430, 0530 (Thurs) FT Business Weekly

SATURDAY CNN 0730-0800 Moneyline 0900-0930 World Business This Week - a joint FT/CNN production 1540-1610 Moneyweek 1900-1930 World Business This Week 2110-2140 Your Money

SUNDAY Supersatellite 1800-1830 FT Business Weekly Sky News 1330, 1630, 2030, 0230, 0230 FT Business Weekly

CNN 0730-0740 Moneyweek 1340-1400 Inside Business 1540-1610 Your Money 1800-1830 World Business This Week 1940-2000 Inside Business

FINANCIAL TIMES

NUMBER ONE SOUTHWARK BRIDGE, LONDON SE1 8HL
Telephone: 071-873 3000 Telex: 922186 Fax: 071-407 5700

Tuesday October 1 1991

Let the Soviet flowers bloom

HYPERINFLATION wiped out the savings of the German middle class in the 1920s and helped to pave the way for National Socialism in the 1930s. The same ominous whirl of the printing presses is now to be heard in Moscow. Russian leaders, such as Mr Anatoly Sobchak, the Mayor of St Petersburg, are warning that without western investment and help a similar fate could befall Russia - and the other successor states to the Soviet Union.

It is a disturbing prospect. There is a danger that inflation will make a hard life impossible for the over 70m citizens below the poverty line, who used to scrape by on low rents and cheap bread and energy. Politically, there is a risk that the collapse of the Soviet state will lead to lawlessness, anarchy, ungovernability. This could well lead to calls for a strong hand and a resurgence of Russian chauvinism, as Russian minorities clamour for a protection that they received automatically as Soviet citizens in a country with meaningless internal borders. Yet in order to be destroyed, private wealth first has to exist. The diligent, enterprising, property-owning German middle class had it. There is no such class in the former Soviet Union - not in Soviet-controlled eastern Europe. The nearest equivalent was the communist nomenklatura. But it derived its power and wealth not from private property but from loyalty to the party and state which could give privilege and take it away. This is a vital difference. It is as difficult to create democracy without a strong middle class as it is to create capitalism without capital.

Cataclysmic blow

In effect, the cataclysmic blow against the Soviet "middle class" has already been struck by the August coup, whose failure was significant. The Soviet empire, the Communist party, the security and other central establishments that sustained the old nomenklatura. For the rest, the coup's failure was a liberating event. It smashed what was left of the old rigid mould and led to the society and the economy ripe for reconstruction along sim-

ilar lines to the rest of the "normal" world.

There is a danger that the old structures will be reconstructed and duplicated in a republic or similar guise. But there is also a good chance that more flexible and democratic societies will emerge out of the wreckage of the old system. The process will inevitably be chaotic and at times violent. But some positive aspects are already apparent.

Honoured promise

Mr Yeltsin, the elected president of a reconstituted Russia, has honoured his pre-coup promise to remove the burden of empire and cut the military down to size. Aid to Afghanistan, Cuba and others has been axed. The arms industry and the pharaonic space programme are to be drastically reduced. As US President George Bush made clear this weekend there are no longer serious political obstacles to east-west co-operation.

The end of decades of military overspending means raw materials, energy and labour will be freed for export or for use in a domestic economy run not by bureaucrats but by entrepreneurs - and by increasingly independent farmers. Initially, much of the new business class will be hardly distinguishable from spies or mafiosi.

The day of the carpet-bagger looms, this time in the form of the business school graduate and the secondary banker. There is certainly a role to be played by the IMF, the World Bank and other institutions, and especially by the oil corporations and other foreign companies willing not just to put up equity but also the know-how and manpower to train and build local management.

But the real need now is to allow those who know how to make money to emerge from obscurity, and to go for it. They will be the middle class whose failure was significant. It was precisely such people, the businessmen and co-operators - who looked immediately to Mr Yeltsin's banner from the outset of the coup. Russia needs more of them; so do the other republics now preparing to do their own thing. The new players must be allowed to learn from their own mistakes.

Scotching a tax anomaly

MR Norman Lamont's well-known scepticism towards special pleading by business is normally a commendable quality in a chancellor of the exchequer. But the delegation of the distillery scotch whisky duties which Mr Lamont is due to receive today has a much better case to make than most industry lobbies. While some of its specific arguments are debatable, the circumstances which prompted them raise awkward questions about the conduct of government policy.

The distillers are up in arms about a European Community proposal to set a minimum rate of duty for spirits, part of plans to align national excise taxes more closely after the single market comes into being at the end of next year. The proposal would substantially increase the modest rates of duty prevailing in several southern EC markets, where scotch sales are currently growing fast, while setting a much lower minimum rate for beer and wine at all for wine.

The distillers complain that they risk not only an immediate loss of sales but permanent fiscal discrimination in favour of other alcoholic drinks. In the short term, they want Mr Lamont to insist that the EC prevent any widening of differentials between duties on spirits and other beverages. Longer-term, they are seeking a system which would ensure that all drinks were taxed equally on the basis of their alcoholic content, while leaving EC governments to set levels of duty as they chose.

Ambiguous evidence

The industry may protest too much. The evidence on how far price encourages consumers to substitute one type of drink for another is ambiguous. In Japan, where more expensive scotches have long found a ready market, liberalisation of spirits imports has conspicuously failed so far to increase the popularity of cheaper brands. Furthermore, whisky producers have been highly adept in recent years at using premium pricing to extract higher margins from stagnant export volumes.

Nonetheless, they have good reason to ask whether the results achieved in Brussels to

date are what Mr Lamont intended. Extraordinarily, he entered the negotiations on the EC proposals last July apparently untroubled by his advisers on the implications of one of Britain's biggest export industries. Only 11th-hour intervention by the distillers seems to have prevented him from nodding the package through. Such nonchalance hands ammunition to critics in industry as well as in the Labour party, who accuse the government of indifference towards the legitimate interests of business.

Political expediency

Had Mr Lamont thought the issues through more carefully, he might also have concluded that the EC plans are a poor basis on which to secure the opening of internal frontiers. There may possibly be cases, on the implications for protecting wide differentials between duties on different types of drinks. If so, it has not been made during the negotiations in Brussels, which have been dominated almost entirely by political expediency. The result is a proposed tax structure which lacks any coherent economic rationale and threatens to entrench distortions long after 1992.

In theory, this constitutes a powerful case for rethinking the entire EC approach. In practice, Mr Lamont's scope for arguing a looks circum-scribed. First, because he has already accepted the proposed minima for beer and wine duties. Secondly, because, measured on the alcohol content basis retained by the EC, his government imposes almost double the rate of duty on spirits as on wine and beer and widened the differential in the last Budget. The persistence of such anomalies is hardly calculated to ensure a sympathetic hearing in Brussels for pleas in favour of the virtues of greater fiscal neutrality.

In the event, he may be hard put to avoid a decision between vetoing a package of which he has already approved substantial parts, or of going along with a set of flawed proposals which are weighted against Britain's economic interests. It is an unenviable choice, but one which is largely of his own making.

The accusation that lawyers are the only people making any money out of the current recession in the UK has been made by several beleaguered businessmen recently. Their perception is that while companies try hard to rein in costs, commercial lawyers continue to charge up to £300 an hour.

This is both unfair and untrue. The legal profession has not escaped the recession unscathed. There have been some well-publicised victims, particularly among those firms heavily dependent on commercial property and development work.

Only the top law firms have maintained acceptable growth levels of about 11 per cent. They have been able to compensate for the decline since the late 1980s in corporate finance and mergers and acquisitions work, and the sharp fall in property business, with an increase in insolvency cases, corporate reconstruction and commercial litigation.

But even within the biggest 10 law firms, ranked by the number of lawyers, some have fared less well than others. A gap has opened up between the top six in the accompanying poll of polls and the rest.

This leading group, characterised by their size, their expertise across a broad range of specialist areas of law and their international work are set to change the face of the legal profession in the UK and across Europe. As they expand and tighten their grip on international legal work, they will force smaller competitors to rethink their business strategy.

The top six firms are mooted to have gross revenues equivalent to between £900,000 and £1m per partner. Senior equity partners in these firms are said to "draw" between £300,000 and £400,000 in salary a year with individual lawyers earning more.

These sums do not represent partners' take-home pay, however. Part of their earnings are ploughed back into the business and invested in recruitment, training, technology and overseas expansion. Gross revenues, while a poor indicator of profitability, are nevertheless the only figures that can be reliably estimated. Profit per partner, a more reliable measure of a firm's overall financial performance, can only be guessed at.

The Legal 500, a client's guide to the 500 biggest law firms in England and Wales, has for the first time, in its fourth year of publication, begun to rank firms in different areas of legal work. It has been used by Hogart Temporal, the management consultancy firm, to lend weight to the thesis that a group of "super" law firms is emerging in the UK, and that the current state of the legal profession mirrors that of accountancy during the early 1980s.

In the early part of the decade all the top 40 accountancy firms offered a full range of services. However, the failure to develop sufficient strength in depth in key specialist areas, together with the problem of weak international networks, pushed some of the Big Eight accountancy practices to the bottom of the top 10 league. To keep up, firms such as Deloitte, Arthur Young and Touche Ross entered into mergers with bigger competitors, and found themselves the weaker partners.

Hogart took the top 40 law firms by size and split them into four groups of 10. It then looked at the number of times each firm was recommended in 20 subject areas in the Legal 500 - ranging from company commercial work to insolvency and Eurobonds. Hogart found that the first group, the 10 largest firms, were recommended by the Legal 500 in an average of 14 practice areas and received an average of seven top three rankings. The second group of 10 averaged six recommendations with an average of two top three rankings.

The initial conclusion is that size is becoming an increasingly important factor in attracting business. With all the top 40 firms largely competing for

Robert Rice examines the pressures facing leading City law firms as they struggle to expand during recession

Ups and downs of legal life

Law firms Poll of Polls

| | Legal 500 | New Issues | Harbours | Stocks | CL table | Petroleum Economist | IFLR | Most FT-SE 100 clients | Top 100 Pensions advisers | Corp Money M&A | TOTAL max 90 |
|---------------------|-----------|------------|----------|--------|----------|---------------------|------|------------------------|---------------------------|----------------|--------------|
| Linklaters & Paines | 10 | 10 | 9 | 9 | 6 | 10 | 10 | 10 | 10 | 10 | 84 |
| Slaughter and May | 10 | 10 | 10 | 10 | 8 | 9 | 9 | 9 | 8 | 8 | 81 |
| Clifford Chance | 8 | 8 | 8 | 8 | 7 | 5 | 5 | 5 | 5 | 5 | 52 |
| Freshfields | 7 | 7 | 7 | 7 | 1 | 7 | 0 | 6 | 6 | 6 | 45 |
| Allen & Overy | 6 | 6 | 6 | 6 | 5 | 4 | 4 | 4 | 4 | 4 | 42 |
| Bentley, Smith | 5 | 5 | 5 | 5 | 4 | 3 | 3 | 3 | 3 | 3 | 37 |
| Archer & Welles | 4 | 4 | 4 | 4 | 3 | 2 | 2 | 2 | 2 | 2 | 24 |
| Levy Whitebread | 3 | 3 | 3 | 3 | 2 | 1 | 1 | 1 | 1 | 1 | 20 |
| Marshall Jones | 2 | 2 | 2 | 2 | 1 | 0 | 0 | 0 | 0 | 0 | 8 |
| Simmons & Simmons | 1 | 1 | 1 | 1 | 0 | 0 | 0 | 0 | 0 | 0 | 16 |

Firms score 9 when there are more than 10 lines listed above them in a league table

The FT's table of the top 10 law firms is based on a poll of polls - from a number of publicly available lists and rankings. It was compiled from the following sources, awarding 10 points for a first-place ranking, nine for a second and so on: the Legal 500 across 10 core areas; Corporate Money's league table of top legal advisers for mergers and acquisitions deals for the year so far; the list of legal advisers to the top 100 pension funds; a table of the law firms with most clients in the FT-SE 100 taken from Crawford's Directory of City Connections 1991; The International Financial Law Review's league table of the leading Eurobond law firms of 1990; Petroleum Economist's league

table of "the most professional law firms in the UK and Europe"; International Corporate Law's table of law firms ranked by the number of recommendations made by 100 UK companies and financial institutions; The Hambro Company Guide's table of law firms with the most stock market clients; and a table of legal advisers to new share issues in 1991.

Critics might view the table as too heavily weighted in favour of those with a strong corporate client base. If it took more account of commercial banking, for example, Clifford Chance and Allen & Overy might rank higher. If it paid more attention to commercial property and insolvency it might improve Lovell's rank-

ing which is surprisingly low.

It may also be argued that it overlooks commercial litigation. Ultimately, however, a subjective view has to be taken of what are the most important factors in terms of ranking a firm, and strength in corporate client base must be decisive because it is from there that most of a commercial law firm's work will derive. For instance, Herbert Smith appears firmly in the top group because while it is acknowledged to be the top commercial litigation firm its strong corporate client base is consistently underestimated. And where does the "super group" end and the second tier begin? Probably after the sixth-placed firm, Herbert Smith.

the same business, and offering a full range of commercial law services, larger clients are attracted to larger law firms because they are perceived to have greater range and depth. Smaller firms are picking up the smaller clients and the medium-sized firms are being squeezed.

If this trend continues, medium-sized law firms are going to find it difficult to attract business - unless they can, like Ashurst Morris Crisp, with its specialist City practice, show expertise in a few niche areas.

Hogart found that in the first group of law firms, some appeared to be pulling away from the others. They were being recommended across a wider range of services. According to the Legal 500 data, this gap stops with the sixth-largest law firm. None of the firms in the top six by size, Clifford

Chance (1,123 fee earners), Linklaters & Paines (622), Lovell White Durrant (599), Freshfields (566) Slaughter and May (542) and A&O (516) dispute the emergence of this "super" group.

Mr John Gieves, senior partner of Freshfields, says the gap has emerged largely because of the recession. The amount of work declined and some firms found they were spread too thinly; they had too many employees with not enough to do and did not have the expertise across a range of practice areas to pick up a substantial share of available work. The consequence has been that, at least in the short term, it was a great advantage to have the expertise in a few niche areas. "A virtuous circle" has developed of good-quality business going to good-quality lawyers which in turn brings

in more good-quality business which attracts more good-quality recruits to do it," Mr Gieves says.

If the gap between this group and the rest has been exposed by the recession, will it close as the economy begins to improve? Mr James Wyness, joint senior partner of Linklaters, says no. All law firms have had to work harder for their money over the past 18 months and there has been no doubt about the pressure on fees as companies try to cut their legal costs. That is unlikely to change.

The gap will be difficult to close, he stresses. It is one of the weaker firms among the 10 largest merged with a middle-sized law firm that might put them back into the "super" group. But this is a risky strategy, Mr Wyness says. The merged firm could not guarantee that it would attract

the necessary volume of quality work to support its new size.

It is also possible that a middle-sized firm might jump into the top group by merging with one of the large US law firms once rules allowing multi-national law partnerships come into force next year.

Although there are no big law firm mergers in prospect at the moment, Mr Geoffrey Howe, managing partner of Clifford Chance, does not discount this as an option for firms which appear to be slipping behind. It was the merger of Clifford Chance and Coward Chance which put Clifford Chance into the top group. People often say the merger has not worked, says Mr Howe, "but are they suggesting that either firm would have been in the top four on its own?"

Mr Gieves insists that mergers between one of the "super" group and a middle-sized firm, or between a "super" firm and a leading US law firm do not make commercial sense. A merger might be attractive to a US firm looking for a foothold in Europe, but there is no obvious advantage for leading UK firms. Size is important up to a point, he says. But the top firms have achieved their positions through internal growth, and there is no reason to change that strategy.

The "super" group is characterised by the strength of overseas practices. Mr George Inglis, senior partner of Slaughter and May, says its strength in international work, particularly in Europe, is partly why it has found life easier than others during the recession. While the UK economy has slowed down, the rest of the European Community has made up for a dearth of domestic business.

However, the top firms show distinctly different attitudes to their international strategy, which may have a bearing on their ability to remain within the "super" group.

Slaughters and Linklaters believe strength in international work flows from strength at home. The best interests of their clients in cross-border transactions lie in matching the best English firm with its counterpart where the deal is being done.

Freshfields and Clifford Chance adopt the approach of opening offices in countries where they want to attract work, hiring local lawyers or associating with them and building up a commercial practice from scratch. Clifford Chance's attention is fixed on eastern Europe and the Soviet Union, while Freshfields will open in Madrid in November.

Allen & Overy typifies the third approach of forming alliances with foreign firms and undertaking joint ventures. After having been associated with Gide Loyrette Nouel, the premier French law firm, for several years, A&O has just formalised its alliance with one of the leading Benelux firms, Loeff, Claeys Verbeke.

Will international expansion be the decisive factor in closing the gap between the "super" group and the rest of the leading firms? Or is the gap simply a product of the recession which will close as the economy picks up? Certainly, all law firms in the FT poll of polls report an upturn in work over the last quarter.

Firms such as Simmons & Simmons, at the bottom of the list, are picking up work from the recent surge in takeovers: they are acting as solicitors for Hawker Siddeley, the engineering group, in its fight against the proposed takeover by BTR. Simmons' partners feel that if any gap exists between them and the "super" group, it will disappear as the recession ends.

The comparison with the accountancy model, while superficially attractive, does not match the legal profession. Size is important up to a point. But the commercial imperative to get bigger through merger does not exist for law firms. If a "super" group of firms remains, its main characteristic is likely to be its strength in international work, not its search for size for its own sake.

Maxmin's minimums

■ Jim Maxmin, the highly active new chief executive at Laura Ashley, the fashion and furnishings group which lost nearly £7m last year, this week embarks on a world tour to tell staff about "the SFA programme".

SFA stands for "simplicity, focus, and". It is part of Maxmin's mission to cut complexity, duplication - and 100 staff.

His tour takes him and finance director Andrew Higginson from London to Wales, via Maidenhead, then to Birmothen in the Netherlands tomorrow and on to New Jersey and Japan by the end of the week, with Higginson diverting to Australia.

When Sir Bernard Ashley, chairman of Laura Ashley, advertised last year for a chief executive to lead Laura Ashley into its business of "development", a priority was to build Laura Ashley's international profile.

Maxmin certainly thinks global. He has instituted GCD, a marketing strategy for the group's "single global image marketing" - or one campaign "around the world" instead of five or six.

OBSERVER

Immediately orders more tunnels. Chidambaram would no doubt appreciate the following. Sir Alexander Graham, London's lord mayor, is just back from India. In Calcutta he received at least one gift that he was forced to admit to his hosts he would probably never wear.

The given him by members of the Bengal Chamber of Commerce and Industry is richly emblazoned with the letters BCCL.

Pray tell ■ The Church of England sometimes seems less than clear on what theological doctrines are closest to its heart; that fuzziness is perhaps part of its appeal.

But we might expect the new archbishop of Canterbury, George Carey - or at least his PE people - to eschew eschatological ambiguities. His first public lecture, following his installation in January, is to be given at the University of Kent on October 25. The title is "Do we need God to be good?"

Does this mean, "only the existence of God keeps us on the straight and narrow", or, equally possible, "does it matter to us if it turns out that God is actually rather wicked?" Answers on a postcard to Canterbury cathedral.

Model tutor ■ Other lectures are also being eagerly awaited this autumn. Hearts are perhaps fluttering faster than normal among the academic community attending this year's Michaelmas term public lectures at the London School of Economics.

Jacques Attali, president of the European Bank for Reconstruction and



"Has anyone told the intelligent missiles?"

Development, kicks off on October 10 with "Theories of Transition". He is followed on October 24 by Michele Barrett who will speak on "Feminism and Disciplinary Paradigms". But Professor R. Meidner's October 30 offering, "The rise and fall of the Swedish model", might attract special attention.

Self help ■ Britain's largest small business organisation - and the one with the most cumbersome title is sprucing up its image and adopting a snappy new name.

The National Federation of Self Employed and Small Businesses, which has more than 50,000 members, last week celebrated its relaunch as the Federation of Small Businesses with a boat trip down the Thames and a junket in Docklands.

The federation had been thinking about the change for the past five years. But it was sitting through parliamentary debate of the statutory sick

pay bill in late 1980 that persuaded Bill Knox, national chairman, that change was necessary. The federation, which had strongly criticised the government's legislative approach to more than 40 times in the debate by a variety of names but rarely by the proper one.

The new FSB, which has always been strongly pro-Europe, has also reduced the prominence of the Union Jack in its logo. The organisation has had a good summer, putting on members at a record rate, following publicity of the often churlish way that banks treat their small business customers.

Browned off ■ At rehearsals for his speech to the Labour party conference yesterday, Gordon Brown, the shadow cabinet's trade and industry secretary, found he exceeded the allotted 10 minutes.

So he jettisoned a section promising a Great Exhibition of British science, similar to the shows of 1851 and 1951. Never mind that the proposal had already leaked out - it will keep for a future occasion.

During the speech itself delivered with the skill that has become Brown's trademark and could one day make him party leader, he suddenly found the auto-cue had broken. It must have been Neil Kinnock's office, one of Brown's aides mused.

A ready smile ■ Not all the best London Library stories are in John Wells's recent history of the institution. Some are to be found in the current Suggestions Book, which sits on a shelf underneath the notice board.

One member has written, "Could the staff smile occasionally? To which another has replied, 'Why should they? They're not stewards'."

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A long and hungry ride to market

Mark Nicholson, Chrystia Freeland and Gillian Tett on the crisis in Soviet food distribution

SOVIET FOOD PRODUCTION

Per capita, by republic, (in kilograms)

| | GRAIN | POTATOES | VEGETABLES | MEAT | MILK |
|--------------|-----------|-----------|------------|-----------|-----------|
| | 1989/1990 | 1989/1990 | 1989/1990 | 1989/1990 | 1989/1990 |
| USSR | 684 643 | 251 263 | 114 115 | 78 88 | 377 388 |
| Russia | 710 698 | 229 236 | 84 86 | 68 59 | 377 349 |
| Ukraine | 969 761 | 373 399 | 158 164 | 86 77 | 471 452 |
| Belarusia | 722 579 | 1085 1058 | 87 84 | 117 103 | 725 678 |
| Uzbekistan | 77 81 | 16 13 | 175 174 | 24 21 | 146 139 |
| Kazakhstan | 1132 1434 | 107 138 | 98 87 | 95 71 | 335 299 |
| Georgia | 87 118 | 61 75 | 101 124 | 33 32 | 131 131 |
| Azerbaijan | 118 187 | 25 33 | 138 138 | 27 25 | 149 143 |
| Lithuania | 893 692 | 520 516 | 88 92 | 144 141 | 873 829 |
| Moldavia | 764 550 | 107 99 | 285 314 | 82 73 | 356 340 |
| Latvia | 585 499 | 490 487 | 82 83 | 144 141 | 873 829 |
| Kirghizia | 370 357 | 75 76 | 153 133 | 56 42 | 278 192 |
| Tadzhikistan | 57 68 | 42 41 | 140 132 | 22 23 | 112 120 |
| Armenia | 55 82 | 81 92 | 163 204 | 32 32 | 149 163 |
| Turkmenistan | 106 98 | 10 7 | 218 167 | 29 27 | 118 108 |
| Estonia | 613 476 | 548 542 | 91 81 | 145 141 | 810 820 |

Source: Soviet government

of grain is just 100 roubles.

It is the farmers' decision to hang on to their grain, rather than any absolute shortage, which as much as anything underlies the latest US estimates that the Soviet Union will this year need to import 37m tonnes of grain.

Farmers have always moaned about low state prices. But this year they have turned their complaints into action by seeking more profitable places to sell their produce - of which, as the central system breaks down, there are more than ever. They are beginning to discover the market.

Farmers are taking grain to the Soviet Union's fast-blooming commodity exchanges - which now number more than 200 and where grain prices can reach more than five times those offered by the state. In August, the National Agricul-

ture Exchange in Moscow turned over 500,000 tonnes of grain, and the Moscow Commodity Exchange 8,000 tonnes. Prices at the latter reached 2,500 roubles a tonne for some grades of wheat.

Such exchanges are practical only for grain or rice farmers. But those with more perishable produce are also deserting the central state distribution system, either by bartering their produce or by taking it themselves to market - literally so in the private markets of Moscow and Leningrad, or by making deals with shop managers in nearby towns.

Mr Pogozhev, for instance, reckons he bartered at least 10 per cent of his farm's milk, meat, potatoes and butter, mostly with other enterprises, for fish, timber and metals. He sells 20 per cent of his output directly to local shops and mar-

kets where, as an example, he gets up to 2 roubles for a kilo of potatoes against a state price of 80 copeks. From these early links between the farm and the shop, and the haggling which forges them, is a primitive market system being born.

All this grain which is shifted through the exchanges, or food bartered and sold privately bypasses the central system, goes largely unrecorded and so adds to the overall impression of shortage. The discrepancy between actual production and the state's view of output is further magnified by the growing proliferation of *kolkhoz* workers farming their own small, private plots.

As Soviet farmers start to appreciate rudimentary market economics, so too do the consumers. The food which is circumventing the centre costs more to buy - in the case of the small private markets in most cities, much more. Meat, which costs 6.50 roubles in state shops, fetches upwards of 50 roubles at the market.

The worst hit this winter will, therefore, be those on low incomes who rely most heavily on state-run food supplies - the elderly and the sick. The unemployed will also suffer because most workplaces supplement the state supplies with food produced privately.

These embryonic agricultural markets cannot yet replace a centralised system in providing all Soviets with food - even at a price. What it provides, rather, is a clear indicator of the death throes of the central system.

Moreover, the spread of such markets will be necessarily limited until the 70-year-old command system and the psychology that it has produced are transformed. As an illustration, while Russian leaders now boast that the federation has 29,000 private farmers, in practice these workers, who lease their land from collective farms, still remain largely bound by the *kolkhoz* system. The farm provides them with virtually all their agricultural inputs and, in return, generally directs the private farmer in what to produce - in the best interests of the *kolkhoz*.

This winter, therefore, a few farmers will sell their food for more money than last, and some parts of Soviet society will go hungrier than last. New market structures will sprout and more big lumps of the old state system will fall off. But the resolution of the Soviet food crisis will depend less on how successful individual farmers are at bringing their food to market than on how successful the post-coup leaders are in bringing the market to the Soviet Union.

Joe Rogaly

If Labour wins



We could all be wrong. The Labour party could win the next election. That would amaze everyone, perhaps. Those of you (not me) who failed to hedge your bets by shifting the weight of their portfolios towards Labour-proof investments would be laughing.

This prospect, which has seemed to me to be wholly fantastical for most of the time since the Conservatives' election victory of 1987, cannot be written off. Consider the opinion polls, which the FT combines into a monthly weighted average. Labour has run ahead of the Tories in all but five of the past 27 months, and those five - December 1990 to April 1991 - reflected first the defection of Mrs Margaret Thatcher and then the Gulf war. Today the parties are what Mr Kinnock calls "even stevens". This is a huge improvement on the Conservatives' position since the rot first began to set in in the summer of 1989, but, as the wealth warning says, past performance is no guide to future outcomes.

So when Labour dignitaries on all wings of the party privately confess that they are not looking for outright victory but just enough to topple the Tories and slog it out in a hung parliament, you have to acknowledge that their current aspiration is not entirely wishful thinking. The annual conference in Brighton is barely two days old and much of the off-stage chatter is about hung parliaments and what would happen then. If it were not for the slight autumnal nip in the air I would swear I was still in Bournemouth, at the conference of the Liberal Democrats.

This fancy is dispelled by what Labour MPs and officials say when caught off-guard, which is that their deepest fear is that the trend Torywards will persist, so that Mr Kinnock will be defeated yet again. Depending upon how badly it lost, the

party would then be in danger of either stagnation or disintegration. That is a prospect that no one in Brighton wishes to dwell upon for very long.

Meanwhile, what if Labour wins? By "win" I mean a Labour administration emerging out of a hung parliament. (Outright victory, with an overall majority, is the least likely election result, especially on present trends.) Yesterday's speakers sought to give an answer by outlining the programme of a Kinnock administration.

First taxes would be increased, but not for any individual whose earnings fell below £20,000 a year, nor for the investment income of pensioners, nor by as much as incomes of less than £27,000 as on those higher than that. In short no "ordinary person" (Mr John Smith's euphemism

strained by the severe prudence of Mrs Margaret Beckett, presumably chief secretary to the Treasury. "Money at first will be tight," said she, ignoring the fact that in the circumstances I hypothesise Labour would have for once come to power at the start of what could be a sustained upswing in the economy. Anything extra that comes in during the boom of, say, 1993-94 will be spent. "Whatever we get we will invest," said Mrs Beckett.

We could proceed down the list, to say, Mr Jack Straw's earnest pledge that a disproportionate share of such "extra resources" as there are will go to education, or to Mr Tony Blair's passionate defence of the minimum wage, or to the concerted refrain that the aim in all cases is for Britain to "hold its own with the best in Europe". This excursion into the increasingly familiar need not be undertaken. For Labour's policy pitch is easily summed up. It is an effort to sell the idea of turning away from a decade of attempting to imitate American society and towards one of becoming more like the continental countries governed by Social Democrats.

If you regard this conference as a sales convention, the party is doing as good a job as any marketing manager could expect. The hall is a television studio. The Union Jack is discreetly woven into the slogan "Opportunity Britain", which is hung prominently as a backdrop to shots of the platform. The star speakers are well co-ordinated, they use all the auto-cue TV demands. Potentially disruptive members of the audience are seated in out-of-the-way corners. The stream of ideas - education, training, investment, industry, best of Europe - is presented in staccato sound-bites, long prepared, tested against the polls, well-packaged, well-thought-out, expertly targeted.

In spite of all this my money, were it to go to the betting shop, would still be on Mr Major rather than Mr Kinnock emerging as prime minister after a May 1992 election. But rumination on it, I think I will just have another look at the yields on index-linked gilts.

Much of the off-stage chatter at Brighton is about hung parliaments

for the working class) would have to pay more - only the fattest of cats. This would finance the promised higher pensions and child benefit. As shadow chancellor Mr Smith is a good speaker. He manages to sound so reasonable, so fair, so charmingly determined, that, if one did not know better, one might suspect that he was campaigning to be leader of the Labour party.

Second, Labour would use the higher tax take, plus revenues from fiscal drag, to finance government-led manifestations of "partnership" in industry, "investment" in education and training, and "initiatives" in scientific research and technology. Mr Gordon Brown presented this with verve and, to his credit, some decent jokes. "Tory industry policy is not that the Tories should invest in business," he said, "but that business should invest in the Tory party" and of the Greek billionaire who gave to Conservative funds, "moving his money out of colonels and into majors".

Third, Mr Kinnock's new government would be con-

LETTERS

Soviet republics should supplement rouble with hard foreign currency

From Mr Charles Bean and others

Sir, With the USSR set to fragment into semi-sovereign republics, a central question is how many currencies there will be. One option is an EC-style monetary union with the rouble as the common currency. However, as John Lloyd notes, "Time to do or die" (September 25) the prerequisites for this to be successful - fiscal rectitude and a strong central bank - are unlikely to be met. Instead the central government, faced with inadequate contributions from the republics towards defence and other common expenditures, is already turning to the printing presses to finance its spending. Hyperinflation is not far off. The sovereign Baltic states will soon introduce their own currencies. By contrast, the draft union treaty commits its

signatories to continue using the rouble, and apparently thus condemns them to share the fate of the Russian economy and all the chaos that comes with hyperinflation. There is, however, no reason why they should not supplement it as both a medium of exchange and a store of value with a low-inflation foreign currency such as the D-Mark or the dollar. There is ample precedent for this. In Poland the dollar has been widely used in the parallel economy over the past five years, although it is now disappearing as inflation subsides. In Yugoslavia, the D-Mark, initially used mainly by tourists and their landlords, has largely replaced the collapsing dinar both in the parallel economy and in inter-republican enterprise trade. Both these countries also permit their citi-

zens to hold interest-bearing foreign deposit accounts. In each case the use of an outside currency evolved naturally, as people sought to avoid holding an increasingly worthless currency. However, Poles and Yugoslavs both had access to hard currency through commerce, which the Soviet Union does not.

The west therefore needs to encourage this process by providing hard currencies in exchange for existing rouble balances at an appropriate rate. Such a step would significantly improve the prospects for a smooth transition to a market economy. Charles Bean, Sam Estrin, Ralph Turvey, Peter Wiles, London School of Economics, Houghton Street, London WC2A 2AE

Putting figures to rights

From Mr Angus Phaupe

Sir, A rights issue will reduce the amount of interest paid by a company and thus increase its pre-tax profits, giving the appearance that the management has achieved growth for its shareholders even when earnings per share may be declining. The situation becomes even more bizarre when growth is achieved in an area of operation which is only partly owned, whereas in areas which are wholly-owned a large decline may take place, thus giving, once again, a big divergence in the pre-tax and earnings trends.

Is it time to switch from concentrating on the pre-tax to the earnings figure in the FT's company report headlines? Angus Phaupe, Mount Meru, Marsham Lane, Gerrards Cross, Bucks SL9 8HD

Encourage alternative to owner occupation

From Mr Richard McManus

Sir, I cannot agree with John Brennan's contention that the revival in the private residential rental market is necessarily doomed because reluctant landlords will scramble to sell when property prices and turnover increase ("Gloom deepens in the low-cost rental market", September 28). This view is predicated upon the erroneous belief that the financial interests of tenant and landlord are irreconcilable - "one winner and one loser". Both can gain by eliminating the burden of transaction costs, which weigh heavily on home buyers who move frequently.

In the recent past, particularly in the south of England, many home buyers have rapidly traded their way up the housing ladder, easily covering

significant transaction costs with huge untaxed capital gains. But the "merry-go-round" has stalled and need never restart. Without the pressure to get on to the first step of the housing ladder, families and individuals may now rent first. Many will prefer to do so, chafed by the capital loss, realised or otherwise, that their recent predecessors have suffered.

And these tenants will avoid the costs of the services of those who benefit from a rapidly churning property market (eg, estate agents, solicitors and life insurance salesmen).

They will be able to pay less than peers who choose owner occupation. In spite of this, their landlords will enjoy a gross rental yield comparable with, and a long-term prospect

of capital growth superior to that available in the overbuilt commercial property sector.

The financial interests of mobile tenants and a long-term landlord are not irreconcilable, but rather at odds with those who thrive on numerous property sales. The government should seize the opportunity to encourage the permanent development of an alternative to owner occupation, rather than squander money on fiscal incentives for Business Expansion Schemes that create a small and short-lived supplement to the depleted private rental stock.

Two winners, and losers reliant upon property sales? Richard McManus, director, First Europe, 44 Upham Park Road, London W4 1PG

An opportunity for comparison

From Mr James Morgan

Sir, You reported ("Rules on disclosure of accountants' fees extended", September 28) the protest of a representative of the Institute of Chartered Accountants of England and Wales at the proposed requirement that their member firms should disclose the amount of fees gained from non-audit work for companies whose accounts they audit.

His argument was that this information would be of little practical value without other financial data about the auditing firms.

It does seem anomalous that so little information should be available about these firms, which in some cases have become so large that they have ceased to be partnerships in any real sense.

In particular the directors of their client companies, whose own remuneration has to be disclosed in published accounts, might welcome the opportunity to make comparisons with the remuneration of the general run of partners in the businesses which provide audit and other services. James Morgan, New Tree Cottage, Kington, Warwickshire

Junk mail that can prick the conscience

From Mr A C Blackburn

Sir, Having just received two in one day, I am becoming increasingly irritated by begging chain letters trying to per-

suade me to give my or my company's money to worthy causes and, as important, demanding a lot of company time in typing further letters and making numerous photocopies.

As the letters are not infrequently from customers and concern children's diseases, I am tempted to suggest that I

am being subjected to a form of moral blackmail. Is it just me or do others feel likewise? It is not a form of unsolicited junk mail that one can dump in the bin without at least a twinge of conscience.

A C Blackburn, Kicker, Paxaplas, Station Road, Theale, Berkshire

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INSIDE

Gold price rises as Soviet reserves fall

The price of gold rose sharply yesterday after the market absorbed the implications of the much reduced size of Soviet gold reserves. A leading Soviet economist asserted that the USSR had cut its reserves by two-thirds in the past year, possibly leaving Soviet reserves as low as 240 tonnes. Page 33

Brewing a change

Hop farmers produced a record harvest this year, and the glut of hops raised fears of a fall in price. But a fire in Kent destroyed 10 per cent of the UK crop, so prices may now stabilise and allow the industry good profits for the first time in six years. Page 33

Asda looks for £357m

Asda, the UK's fourth biggest grocery retailer, yesterday announced plans to raise £357m (£624m) by way of a conditional rights issue. Page 24

Lucky timing for Japanese

Having waited six years for a UK banking licence, Norinchukin Bank of Japan has its eye on increasing its role in the European money market by providing its customers with a full London base that offers 24-hour trading. Page 29

Income drops at Disney parks

Operating income at Walt Disney theme parks has been hit by the recent Gulf war, the US recession, weak domestic and international travel and flagging consumer confidence. The division's operating profits in the quarter to end-September are expected to be between \$170m and \$175m, down sharply from \$242.3m in the year-earlier period. Page 26

Asthma drug market in disarray

The \$4bn-a-year asthma drug market has been thrown into disarray by the revelation that some treatments might be lethal to a small number of users. Page 31

Japan supports markets

Japan supported the world index of equity markets again last week. While European and US stock markets flagged, hopes of lower interest rates and a strong domestic bond market helped Japan to a robust performance. The overall World Index added 0.4 per cent on the week in local currency terms, according to the FT-Actuaries World Indices. Excluding Japan, the World Index was down 0.6 per cent. Back Page

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Chief price changes yesterday

| FRANKFURT (DM) | | | |
|------------------|--------|---------|----|
| Rheiss | 216 | + 7.5 | 80 |
| Continental AG | 510 | + 50 | 10 |
| Deutsche Bank | 537 | + 16 | 10 |
| Deutsche Post | 657 | + 23 | 10 |
| Deutsche Telekom | 242 | + 10 | 10 |
| Deutsche Telekom | 242 | + 10 | 10 |
| NEW YORK (\$) | | | |
| IBM | 93.4 | + 2 1/2 | 85 |
| Apple | 112 | + 2 | 85 |
| Microsoft | 135 | + 5 | 85 |
| Oracle | 9 | + 1 1/4 | 85 |
| US Steel | 5 | + 1 | 85 |
| General Electric | 12 1/4 | + 7 | 85 |
| PARIS (FFr) | | | |
| Elf | 315 | + 13 | 85 |
| Elf | 315 | + 13 | 85 |
| Elf | 315 | + 13 | 85 |

| LONDON (Pence) | | | |
|-----------------|-----|------|----|
| British Airways | 778 | + 93 | 13 |
| British Airways | 778 | + 93 | 13 |
| British Airways | 778 | + 93 | 13 |
| British Airways | 778 | + 93 | 13 |
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| British Airways | 778 | + 93 | 13 |

Chairman of Eagle Star resigns

By Richard Lapper in London

MR MICHAEL BUTT has resigned as chairman and chief executive of Eagle Star just over a month after the BAT Industries insurance subsidiary announced pre-tax interim losses of £189m (£330.8m) - the worst performance by any of the UK's troubled general insurers.

Mr Butt, a former insurance broker, was once tipped as a future chairman of BAT Industries. He dismissed speculation about his own future last week when Eagle Star announced a far-reaching restructuring which will involve the loss of 1,000 of the 5,500 jobs in its general insurance business.

Yesterday, however, Mr Brian Garraway, deputy chairman of BAT Industries and the board member responsible for the strategic direction of the group's financial services business, admitted that BAT had been "moving towards" demanding that Mr Butt leave since Eagle Star's interim results were announced in August.

BAT had become increasingly worried by "spreading uncertainty", said Mr Garraway. He added: "It is an issue of accountability for performance. Michael was the chief executive."

Mr Butt has paid the penalty for presiding over Eagle Star's rapid expansion into the commercial mortgage and domestic mortgage indemnity insurance - whereby Eagle Star insured lenders against any losses they might make after selling repossessed properties - in the late 1980s.



Out on a wing: Michael Butt (above) parts with BAT chairman Sir Patrick Sheehy

According to one insider, Eagle Star wrote this business as a means of penetrating other insurance markets but it "failed to see just how big the numbers could be". In the event, losses - including extensive provisions for future claims - have amounted to more than £400m.

Mr Garraway denied that pres-

ures from institutional shareholders had played any part in Mr Butt's resignation.

The poor performance of BAT's share price did not help Mr Butt's case. BAT has underperformed the market by 14 per cent over the past month.

BAT is understood to have offered to pay compensation of

around £450,000 to Mr Butt, equivalent to one and a half times the chief executive's salary.

Mr Garraway, who recently completed a nine-month stint as executive chairman of BAT's life insurance subsidiary, Allied Dunbar, will take over temporarily at Eagle Star.

The group is expected to

announce a replacement by early next year. A strong list of internal candidates includes Mr John Bishop, head of the group's UK operations who joined Eagle Star from Sun Alliance earlier this year, and Mr Stephen Malcher, head of Eagle Star's successful life insurance division.

Lex, Page 22

Tobacco group sticks to its blend

Richard Lapper reports on BAT's strategy for loss-making Eagle Star

"DON'T think for a moment that we will change the strategy," said Mr Brian Garraway deputy chairman of BAT Industries. He was speaking in the wake of yesterday's resignation of Mr Michael Butt as chairman of Eagle Star, one of the three insurance arms of the tobacco-to-financial services conglomerate.

Along with BAT's chairman, Sir Patrick Sheehy, Mr Garraway pioneered the group's move into the financial services business nearly eight years ago.

He will spend much of the next 12 months - his last year before retirement - trying to restore profitability at Eagle Star, which has paid dearly for ill-judged expansion into the high-risk commercial mortgage guarantee and domestic mortgage indemnity markets. Its general insurance business will focus more on small ticket - and lower risk - home and life insurance, says Mr Garraway.

These businesses already generate 60 per cent of Eagle Star's

revenue, compared with 33 per cent in 1984 when Eagle Star was originally acquired. BAT Industries' other two insurance subsidiaries - Allied Dunbar, the Swindon-based life insurer acquired in 1985, and Farmers Group, the Californian-based general insurer - concentrate on life and personal lines business.

Mr Garraway insists that the 1988 rationale for the 1988 initial move into financial services remains valid. Like its major main competitors in the international tobacco market, BAT was spurred into diversification in the early 1980s because of the likely long-term decline in tobacco sales in the developed world.

BAT's choice of financial services in which its management had no previous long-term experi-

ence has attracted controversy. Its competitors, for example Philip Morris, the world's biggest tobacco manufacturer, moved into businesses with similar characteristics to tobacco, such as beer and foods.

strategy worked relatively well. Allied Dunbar and Farmers Group have been consistently profitable. The strategy has also helped BAT reduce its dependence on the developing world from 40 per cent of turnover to only 15 per cent.

The company's fans insist that Eagle Star's problems are a hiccup and reflect the depressed conditions in the entire UK insurance industry. The "long-term strategy is working", says Mr Nyren Scott-Malden, analyst with Barclays de Zoete Wedd, the group's house broker.

Even so, management mistakes led to the severity of Eagle Star's losses, which were much heavier as a proportion of premium income than any of its competitors.

Losses on mortgage guarantees were the main reason. It is difficult to imagine its more risk-averse competitors making the same mistake.

BAT clung fiercely to its financial services subsidiaries when the unsuccessful bid by Sir James Goldsmith in 1990 pushed it into divesting its packaging and retailing interests. However, investors' enthusiasm for BAT's diversification into financial services might not survive any further problems.

According to one insider, BAT has backed away from diversifications in the past - such as Brazilian supermarkets and cosmetics - when "we found we couldn't run these businesses any better than people who'd done that all their lives".

Mr Garraway, at least, has no such doubts about BAT's ability to run financial services operations successfully. For the next 12 months, he will have the opportunity to demonstrate that at first hand.

Renault truck subsidiary profits plunge to FFr28m

By William Dawkins in Paris

RENAULT Vehicules Industriels (RVI), part of the Renault French state-owned car maker, yesterday reported a collapse in losses at RVI's troubled US subsidiary, Mack Trucks, nearly wiped out profits in the European branch, which fell 41 per cent.

In the US, Mack's losses climbed from FFr263m to FFr410m, while the European branch's profits dwindled from FFr780m to FFr462m. Europe takes around 70 per cent of sales, the rest in North America.

Officials expect RVI to break even by the end of the year, with the help of a good reception for the latest AE range of vehicles.

However, there was no sign of a recovery in any of RVI's markets, except for Germany, where truck sales have grown throughout the recession, and no significant profit improvement was expected until next year. Mack is

expected to continue producing losses in the current half.

A 56 per cent rise in losses at RVI's troubled US subsidiary, Mack Trucks, nearly wiped out profits in the European branch, which fell 41 per cent.

In the US, Mack's losses climbed from FFr263m to FFr410m, while the European branch's profits dwindled from FFr780m to FFr462m. Europe takes around 70 per cent of sales, the rest in North America.

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of a world workforce of 18,500.

The European market is heading for a 12 per cent decline this year, within which British truck sales will decline 40 per cent, French turnover will fall 16 per cent, and German sales will rise 15 per cent, RVI said.

US truck demand will decline by 20 per cent over the same period, RVI forecasts. Last week RVI's owner, the state-controlled Renault car producer, unveiled a greater-than-expected decline in profits for last year and warned that prospects for a recovery in 1991 were slim.

Net profits fell by 87 per cent to FFr1.2bn, pulled down by a decline in European car sales, a squeeze on prices and losses at the group's truck-making subsidiary.

Unisys to float defence unit

By Louise Kehoe in San Francisco

UNISYS, the third largest US computer group, plans to spin off its defence systems subsidiary through a public stock offering in which it will sell all its interests in the \$2bn per year operation.

The sale is the latest in a series of moves by the financially troubled computer company to raise cash and focus on its "core businesses".

Twenty million shares in the new company, to be called Paramax, are to be offered at between \$22 and \$25 each, yielding \$440m to \$500m for Unisys.

Unisys has previously announced plans to sell "non-core" businesses to reduce its debt, which currently stands at about \$3.8bn.

Efforts to find a single buyer for the defence unit appear, however, to have failed, leading to the public stock offering.

The defence unit sale follows the settlement, last month, by Unisys of a long-running defence fraud case which had stood in the way of plans to sell the defence business. Under the terms of the settlement, Unisys agreed to pay \$190m in civil and criminal fines.

The negotiated settlement includes \$48m in deferred profits from an ongoing defence contract which will now be fulfilled by Paramax.

The defence business represents about 20 per cent of Unisys' \$10bn annual revenues. Unisys recorded losses totaling \$1.1bn over the past two years. In July, the company announced it would cut 14 per cent of its workforce - 10,000 jobs - in a cost-cutting effort.

The defence unit sale "is part of the ongoing asset-sale programme of non-strategic assets that the company has been pursuing for the last year and a half," Unisys said.

"The asset sale program will continue, beyond the defence unit sale," a spokesman said.

Last week, Unisys completed the sale of its computer-networking division, Timeplex, for \$207m.

It also announced a new line of mainframe computers, its most important product, and said it had received \$150m in orders.

Italian bank buys control of Crediop

By Hail Simonian in Milan

ISTITUTO Bancario San Paolo di Torino, Italy's second-biggest bank, yesterday ended months of speculation by announcing agreement with the Treasury to buy control of Crediop, the state-owned long-term lending institution based in Rome.

The deal, worth around L.1,000bn (\$1.7bn), follows San Paolo's L.900bn purchase in March 1990 of an opening 29.7 per cent share in Crediop. That stake was subsequently raised to almost 40 per cent, and Turin-based San Paolo will now buy a further 50 per cent of the bank.

The deal represents a big boost for San Paolo, which in recent years has emerged as Italy's biggest and most dynamic financial institution. Measured by asset size, San Paolo together with Crediop will now rank almost on a par with Germany's Dresdner Bank and easily ahead of its domestic rivals.

Crediop will be transformed into a joint stock company, with part of its capital eventually being floated on the stock exchange, although San Paolo will retain a majority stake.

Both timing and size of the flotation remain unclear, partly because they are likely to be affected by San Paolo's plans to float some of its shares. As matters stand, San Paolo has the legal status of a charitable foundation, although it is in the process of transforming into a limited company prior to flotation.

Crediop, the second largest long-term lending institution in Italy, concentrates on financing public-sector works projects. Net profits were L.262bn last year.

Although the government will retain a 10 per cent holding, selling Crediop represents a substantial, if long-awaited, boost to the privatisation programme favoured by Mr Guido Carli, the treasury minister. Agreement on the terms, based on a valuation by Kleinwort Benson, the UK merchant bank, was concluded over the weekend.

However, the other big banking privatisation under way, that of the Rome-based Istituto Mobiliare Italiano financial services group, is still enmeshed in political uncertainty.

The sale may also have significant repercussions for other banks. Crediop is one of the five core shareholders in Banco Ambrosiano Veneto (Ambroveneto), Italy's biggest private sector bank. Although Crediop is likely to be given some independence within the San Paolo group, it is unlikely the Ambroveneto stake will be seen as strategic in the longer-term.

This announcement appears as a matter of record only.



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September 1991

INTERNATIONAL COMPANIES AND FINANCE

Hanson borrows \$4bn to cover Beazer purchase

By Sara Webb in London

HANSON, the UK-based industrial conglomerate, is close to signing a \$4bn syndicated loan, to cover its acquisition of Beazer, Britain's fourth largest housebuilder.

The \$4bn seven-year financing is believed to be the largest highly leveraged transaction in the past two years. It is being arranged by Chemical Bank in the US, with Banque Paribas, Citicorp, Swiss Bank Corporation and Toronto-Dominion Bank acting as co-arrangers for the deal.

Bankers involved said terms are being finalised. They point out that pricing - including the margin over the London interbank offered rate, and additional fees - for syndicated loans is now two or three

times what it was two years ago as banks have been forced to look more cautiously at their lending in order to meet capital adequacy requirements.

Hanson's syndicated loan is expected to consist of \$2.2bn in new borrowings and \$1.8bn to refinance some existing debts. The new money is needed to cover the cost of acquiring Beazer, following Hanson's recommended \$299.8m takeover offer, which it made two weeks ago.

Beazer's total indebtedness stood at \$1.25bn in August. It included an unsecured loan which was renegotiated and increased to \$2.5bn in September 1991, and which matures in December 1995.

The remaining \$1.8bn is

intended to refinance an existing syndicated loan - originally for \$2.6bn - which Hanson arranged in 1990 when it acquired Peabody Holding, the US coal mining concern, for \$1.2bn.

The terms for the \$2.6bn loan were set at 50 basis points over the London interbank offered rate, according to bankers involved in the deal.

Hanson is expected also to renegotiate a \$3bn syndicated loan shortly which it signed in 1989 to finance the acquisition of Consolidated Gold Fields.

The loan, which was fully drawn, matures in August 1992. It has a margin of 15 basis points over Libor, rising to 25 basis points if Hanson's debt exceeds its cash.

Steetley slides 72% midway in poor trading

By Andrew Taylor, Construction Correspondent

PRE-TAX profits of Steetley, the UK building materials group and France's biggest producer of aggregates, fell 72 per cent from \$49.2m to \$13.5m in the six months to the end of June.

Turnover slipped 6.6 per cent to \$349.3m. Mr Richard Miles, Steetley's managing director, blamed recession in the construction industry, particularly in the UK and North America, for the decline.

Trading conditions were the worst in half a century, aggravated by a harsh winter in Europe and uncertainty caused by the Gulf war.

A maintained dividend of 6p was just covered by earnings which fell from 19.6p to 5p. Steetley's share price yesterday fell by 39p to close at 290p in London.

Profits from the UK fell two-thirds to \$9.6m as demand for aggregates and bricks fell steeply. Steetley is Britain's second largest brick producer, behind London Brick, which is owned by the Hanson group.

Mr David Dome, Steetley's chairman, said: "We do not expect any sustained recovery in the UK until well into next year." The group had shed 1,100 jobs, mostly in Britain, during the past two years.

Interest charges during the first half rose from \$2m to \$13.5m, partly to meet deferred payments for Steetley's \$24.4m acquisition last year of sand, gravel, limestone and ready-mixed concrete businesses around Paris.

French profits declined 23 per cent to \$11.2m. The group's biggest overseas expansion has been in France where it controls about 10 per cent of the domestic market for aggregates. Steetley has quarries in Spain where profits fell 45 per cent to \$3.7m.

North American profits fell from \$7.1m to \$1.7m. Canadian quarry operations were affected by the severe recession in Ontario province. US profits were slightly higher thanks to a reduced loss from brick operations.

Details, Page 25
Lex, Page 24

Adsteam suffers A\$1.57bn net loss

By Kevin Brown in Sydney

THE ADELAIDE Steamship (Adsteam) group, formerly run by Mr John Spalvins, yesterday announced a consolidated net loss of A\$1.57bn (US\$1.25bn) for the year to June 30, following interim losses of A\$1.2bn.

The group, which fired Mr Spalvins and two other directors in December, said most of the second-half loss related to interest payments on debts of A\$5.6bn.

The three main companies in the loosely-knit group also made large individual losses. Adelaide Steamship, the flag-ship company, lost A\$1.4bn, David Jones, an upmarket retail chain, lost A\$1.4bn, and

Tooth and Co., an investment vehicle, lost A\$67m.

The difference between the consolidated group loss and the aggregate losses of the associate companies is accounted for by elimination from the consolidated accounts of losses on cross-shareholdings and other inter-company transactions.

Balance sheet details released with the results showed that combined shareholders' equity in the three main companies plus National Consolidated, another associate, had fallen to A\$33m from A\$1.7bn a year earlier.

However, the group said it had received "substantial"

indications of support from its bankers for a complex refinancing plan drawn up by the boards of the individual companies and advisers appointed by the banks.

The group has already spun off a number of retailing assets in the A\$235m flotation earlier this year of National Foods, which yesterday reported net profits of A\$5.2m for the six months to June 30.

In addition, Pacific Dunlop, the diversified Australian manufacturing group, recently completed a A\$325m takeover of Petersville Sleigh, another former Adsteam associate.

Under the refinancing plan, Adelaide Steamship, David

Jones and Tooth would receive A\$200m from a syndicate of banks to retire existing debt, enabling some smaller banks to end their exposure to the group. The remaining debt will be rolled over in two tiers to June 1996.

The group will pay interest from cash flow on some of the debt, and will issue convertible or redeemable notes against the rest at a rate equivalent to 12 per cent a year.

This result is the second worst ever reported in Australia, exceeded only by a loss of A\$2.2m reported by Bond Corporation for the year to June 1990, which was later restated to A\$1.16bn over 15 months.

Benetton advances by 21.3%

By Haig Simonian

BENETTON, the Italian clothing group, raised net group profits by 21.3 per cent to L79.6bn (\$88.4m) in the first half of this year from L65.6bn in the same period in 1990.

The increase stemmed from higher sales and increased income from goods produced under licence. Turnover climbed by 10.2 per cent to L1,183bn from L1,065bn in 1990, boosted partly by the continuing growth in the number of Benetton outlets, which have now reached almost 6,400 units.

The company forecast that

sales for the year as a whole should grow by between 12 and 15 per cent, implying total turnover of up to L2,470bn, compared with L2,060bn in 1990. Benetton's upper-sector Sisley brand had performed particularly well, with a 30 per cent surge in sales in the first six months of this year.

Overall sales growth had been especially strong in the Far East, with an increase of over 30 per cent. By year-end, Far East sales should account for around 20 per cent of total group turnover. Despite recession in some European coun-

tries, sales growth in Europe had been "solid and constant" in the first half, it said.

Increased international coverage and a widening product range remain the group's two motors for growth. Benetton has agreed recently to produce and sell clothing in China, which will also be exported, and to take an equity stake in a new clothing venture in Turkey, where Benetton expects to have 100 outlets by the end of this year. The group is also planning to produce its first line of women's shoes, for sale in Europe.

Sales dip 2% at RWE unit

By Christopher Parkes in Bonn

TURNOVER at RWE Energie, the power generating and distribution arm of Germany's RWE energy and industrial conglomerate, dipped 2 per cent to DM16.8bn (\$10bn) in the year to June.

Announcing its first results since last year, when RWE split itself into six basic divisions reporting to a central holding organisation, the company yesterday blamed electricity price cuts imposed 12 months ago.

It still produced a surplus of

DM236m to remit to its parent compared with the DM178.5m contribution it made in the period from August 1989 to July 1990.

While volume sales of electricity rose 2.2 per cent to more than 125bn kWh, the company had to buy current from France to maintain its position as Germany's leading power supplier. This was the result of lack of capacity at its brown coal power station in Riesa and the closure of its nuclear plant at Mülheim-Kärlich.

Ownership battle looms for Nobel

By John Burton in Stockholm

A BATTLE over the ownership of Nobel Industries appeared to be brewing yesterday. A commission of independent specialists appointed by the company's current board raised questions about the circumstances in which Nordbanken took control of the concern.

The conclusions of the commission, headed by Mr Claude Hanks-Drielsma, the former chairman of Price Waterhouse, could provide Mr Penser with legal arguments for regaining control of Nobel.

Mr Hanks-Drielsma said the commission's task was to explore options facing the current board before the holding of an extraordinary general shareholders' meeting, during which Nordbanken plans to install new board members and gain formal approval for its takeover of Nobel.

Nordbanken yesterday criticised the Nobel board for postponing the scheduled meeting by one month until November 4.

The Nobel board said the delay was necessary to complete the commission report.

Mr Penser in August transferred control of Nobel and Yggdrasil, his private investment company that was the controlling shareholder in Nobel, to Nordbanken after the bank said the companies were unable to fulfil loan guarantees to Gamblestad.

A legal dispute has focused on the terms of the loan guarantee in which Nobel and Yggdrasil promised to maintain an equity/asset ratio of 16 per cent in Gamblestad.

The banks claim that if the ratio fell below the agreed level, then the two owners would have to inject more capital to maintain it. When the shareholder equity of Gamblestad was eliminated this year after huge credit losses, the

banks said their demand that Nobel inject another SKr22bn into Gamblestad would bankrupt Nobel.

Nobel argues that the clause only gave the banks the right to suspend future lending to Gamblestad.

"The legal position with regard to the agreement with Gamblestad and its banks is unclear," Mr Hanks-Drielsma said.

Moreover, Mr Hanks-Drielsma suggested that if Nobel was required to provide further capital to Gamblestad, it would not necessarily go bankrupt.

This contradicts a statement earlier this month by Nobel that its only alternatives were to accept bankruptcy or to transfer ownership to Nordbanken in return for further credits.

Mr Hanks-Drielsma said there was a chance that Nobel could avoid bankruptcy by selling some divisions and then seek loans from foreign banks.

Merck acquires 52% holding in Lipha

E. MERCK, the privately-owned German pharmaceuticals and special chemicals company, yesterday emerged as the buyer of a 52 per cent holding in the pharmaceutical subsidiary of L'Air Liquide, a stock market-listed French industrial gases group, writes David Waller in Frankfurt.

The stake in Société Lyonnaise Industrielle Pharmaceutique SA (Lipha) has been for sale since May this year and is thought to have changed hands for less than FF3bn (\$523.3m).

Neither party would comment on the price paid or on how the transaction is to be financed.

Merck said the joint pharmaceutical sales of the two com-

panies will be about DM3.5bn (\$2.1bn) this year. It said that the main rationale for the acquisition was to strengthen its position in a number of important European markets.

The acquisition follows Merck's failure last year to merge with Degussa, a German precious metals and chemicals concern.

Asda seeks refinancing of debt load

By John Thornhill in London

ASDA, the UK's fourth biggest grocery retailer, announced it was urgently renegotiating borrowing arrangements with its banks. It also said it was seeking to raise \$37m (\$61.4m) by way of a conditional rights issue.

The company said that it might breach its banking covenants in the absence of such refinancing, due to repayment becoming due for repayment within the next year. Total outstanding debt stands at \$931.1m.

The rights issue had been widely expected in the financial markets but some of Asda's followers in the City of London were nonetheless alarmed at the extent of the company's financial problems.

Asda is seeking to renegotiate the terms of its short-term borrowing facilities with a syndicate of banks. But it has also agreed to a two-year \$200m committed facility with National Westminster Bank and Swiss Bank Corporation, conditional on the success of the rights issue.

The nine-for-10 issue at 35p a share has been underwritten by S.G. Warburg, but is itself dependent on the company renegotiating its short-term borrowing facilities. The brokers for the issue are Warburg Securities and Cazenove. Lex, Page 22

This announcement appears as a matter of record only.



EUROPEAN INVESTMENT BANK

ECU 400,000,000 Floating Rate Notes Due 2001

Issue Price: 100 per cent.

Credito Italiano

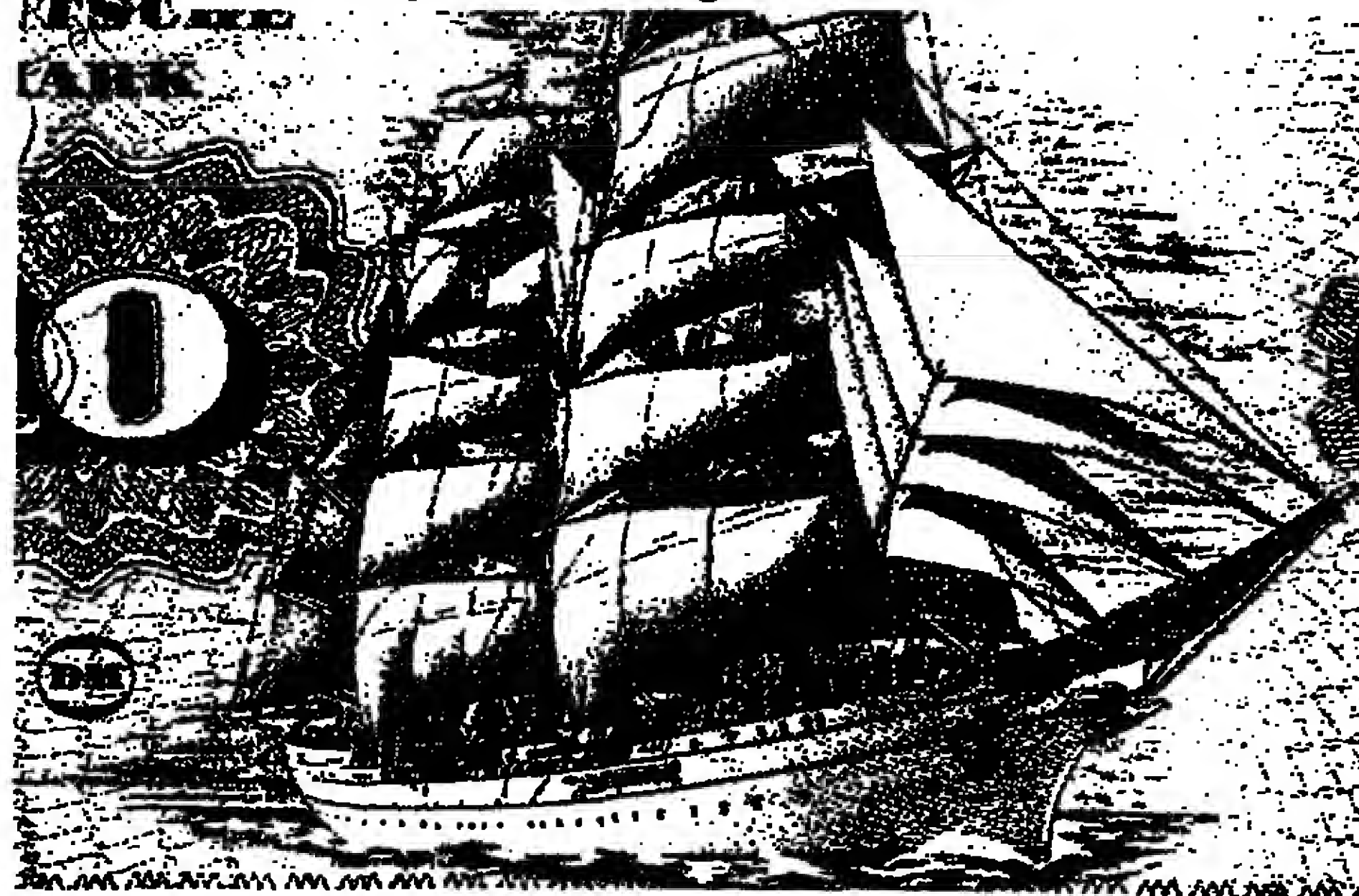
Banca Commerciale Italiana
Banca Nazionale del Lavoro
Banco di Napoli
Bayerische Vereinsbank Aktiengesellschaft
Deutsche Bank Capital Markets Limited
Kreditbank International Group

Banca Euromobiliare
Banco Ambrosiano Veneto S.P.A.
Banco di Roma
Cariplo - Milano
Istituto Bancario San Paolo di Torino
Paribas Capital Markets Group

Akros Mercantile spa
Arca Merchant S.p.A.
Banca Popolare di Verona
Banco di Sardegna
Banque Bruxelles Lambert S.A.
Banque Générale du Luxembourg S.A.
Caboto S.p.A.
Compagnie Monégasque de Banque
Credit Suisse First Boston Limited
Dresdner Bank
IBJ International Limited
Istituto Bancario Italiano S.p.A.
LTCB International Limited
NatWest Capital Markets Limited
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Sovardino

ABN AMRO
Banca d'America e d'Italia Deutsche Bank Group
Banco di Santo Spirito
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Bankers Trust International Limited
BNP Capital Markets Limited
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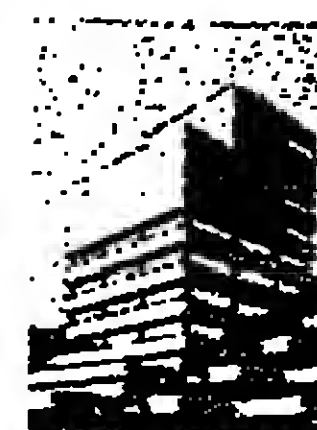
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European Investment Bank

Barclays de Zoete Wedd was lead manager in the issue of \$150,000,000 10 per cent notes due 1997.

SEPTEMBER 1991




Hillsdown Holdings plc

Hillsdown Finance BV

Barclays de Zoete Wedd in New York acted as private placement agent for £600,000,000 of subordinated notes due 1994.

SEPTEMBER 1991




CARLTON Communications Plc

Carlton Communications Plc

Barclays de Zoete Wedd in New York acted as private placement agent for US\$145,000,000 of senior notes due 2001.

JUNE 1991



British Steel plc

Barclays de Zoete Wedd was lead manager in the issue of £150,000,000 11% per cent preference stock due 2005.

JULY 1991




STORA

Stora Finansförvaltnings AB

Barclays de Zoete Wedd in New York acted as private placement agent for US\$145,000,000 of senior notes due 2001.

JULY 1991

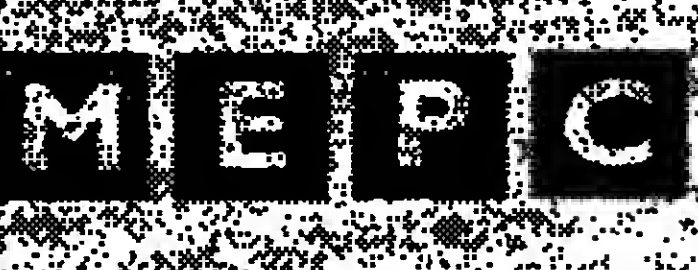


ASSOCIATED BRITISH PORTS HOLDINGS PLC

Associated British Ports Holdings PLC

Barclays de Zoete Wedd was lead manager in the issue of £100,000,000 11% per cent bonds due 2001.


JULY 1991



NEPC plc

Barclays de Zoete Wedd was joint lead manager in the issue of £150,000,000 12 per cent bonds due 2006.

JUNE 1991



BARCLAYS

Barclays Bank PLC

Barclays de Zoete Wedd in Tokyo acted as private placement agent for £50,000,000 floating rate subordinated bonds due 2001.

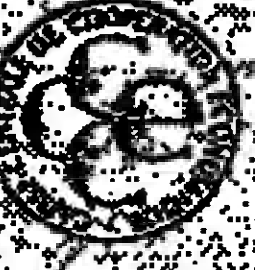
JUNE 1991



British Aerospace Public Limited Company

Barclays de Zoete Wedd was lead manager in the issue of £150,000,000 11% per cent bonds due 2008.


APRIL 1991



Caisse Centrale de Coopération Economique

Barclays de Zoete Wedd was lead manager in the issue of \$117,000,000 10% per cent guaranteed notes due 2001. The issue is unconditionally guaranteed by The Republic of France.


MARCH 1991



Victorian Public Authorities Finance Agency

Barclays de Zoete Wedd in Sydney acted as private placement agent for A\$47,000,000 of escalating margin stock due 2003.

FEBRUARY 1991



NORTHWEST AIRLINES

Northwest Airlines Inc.

Barclays de Zoete Wedd in New York and Tokyo acted as private placement agent for US\$102,000,000 of secured loan certificates due 2013, for the leveraged lease financing of one Boeing 747-451 aircraft.

JANUARY 1991

A growing strength in primary markets.



New Issue
October 1991

This announcement appears as a matter of record only.

Offer for Sale

8 1/2 % Bearer Bonds of 1991 II (2001)

KfW Kreditanstalt für Wiederaufbau

Kreditanstalt für Wiederaufbau, Frankfurt/Main, issues 8 1/2 % Bearer Bonds of 1991 II (2001) in a total amount of

DM 1,250,000,000.-

The net proceeds of this issue will be used for long-term investment loans. DM 1,100,000,000.-, of this amount are offered for sale by the syndicate of banks listed below.

| | |
|---|---|
| Issue Price: | 100.6% |
| Interest: | 8 1/2 % p.a., payable annually in arrears on October 1 of each year. The first interest coupon will be due on October 1, 1992 for the period commencing on October 1, 1991. Payments of interest on the Bonds will be subject to the German Income Tax. |
| Denomination: | DM 100.- or a multiple thereof. |
| Lifetime/Redemption: | 10 years. The Bonds will be redeemed on October 1, 2001 at par. Redemption prior to maturity is excluded. |
| Ranking as Trust Investments/Eligibility for Investments by Insurance Companies: | The Bonds rank as trust investments and are eligible for investments by insurance companies, according to the German laws. |
| Listing: | The Bonds will be admitted for trading and official quotation on the Frankfurt Stock Exchange. |
| Eligibility as Collateral for Loans by Deutsche Bundesbank ("Iombardfähig"): | The Bonds are eligible as collateral for loans by Deutsche Bundesbank ("Iombardfähig") upon admittance for trading and official quotation. |
| Delivery: | The Bondholder receives a Central Deposit Advice from the bank appointed by him. Definitive Bonds will not be available. The Bond issue will be evidenced by a Global Certificate. |
| Sale: | The Bonds will be offered for sale by the undersigned banks as from October 1, 1991. |
| Stock Index Number: | 276 043 ISI-No.: DE 000 276 043 6 |

The detailed Offer for Sale is available from the banks. Allotments of Bonds will be at the discretion of the selling banks.

Frankfurt/Main, September 1991

KfW Kreditanstalt für Wiederaufbau

ADCA-Bank Aktiengesellschaft
Allgemeine Deutsche Credit-Anstalt
Arno Handelsbank Aktiengesellschaft
Aras Banking Corporation -
Dax & Co. GmbH
Bankhaus H. Aufhäuser
Baden-Württembergische Bank
Aktiengesellschaft
Bank für Gemeinwirtschaft Aktiengesellschaft
Bank in Liechtenstein (Frankfurt) GmbH
Bank of Tokyo (Deutschland)
Aktiengesellschaft
Bankunion Frankfurt am Main
Aktiengesellschaft
Bankers Trust GmbH
Banque Paribas Capital Markets GmbH
Bayerische Hypothek- und Wechsel-Bank
Aktiengesellschaft
Bayerische Landesbank Girozentrale
Bayerische Vereinsbank Aktiengesellschaft
Berliner Bank Aktiengesellschaft
BHF-Bank
Bankhaus Gehrhardt Behrmann
Bremer Landesbank
Kreditanstalt Odenburg - Girozentrale -
Chase Bank Aktiengesellschaft
Citibank Aktiengesellschaft
Commerzbank Aktiengesellschaft
Credit Agricole (Deutschland) Aktiengesellschaft
Credit Lyonnais SA & Co (Deutschland) oHG
Credito Italiano Bank AG
CSFB-Effektenbank Aktiengesellschaft

Dai-ichi Kangyo Bank (Deutschland) AG
Daiwa Bank (Deutschland) GmbH
Daiwa Europe (Deutschland) GmbH
Delbrück & Co.
Deutsche Bank Aktiengesellschaft
Deutsche Genossenschaftsbank
und die genossenschaftlichen Zentralbanken
Deutsche Girozentrale
- Deutsche Kommunalkbank -
Dresdner Bank Aktiengesellschaft
Bankhaus Max Flessa & Co.
Furt Thum und Taxis Bank
Albert Furt von Thum und Taxis
Fünfschilling Bank, Credit-Casse
Fulda Bank (Deutschland) AG
Gesamtmündler Bank Aktiengesellschaft
Generale Bank & Co.
Bankhaus Hallbaum, Maier & Co. AG
Hamburgische Landesbank - Girozentrale -
Georg Hauck & Sohn Bankiers KGaA
Heussche Landesbank - Girozentrale -
Von der Heydt-Kersten & Schütz
IMI Bank AG
Industriebank von Japan (Deutschland)
Aktiengesellschaft
Bankhaus Hermann Lampe Kommanditgesellschaft
Landesbank Berlin - Girozentrale -
Landesbank Rheinland-Pfalz - Girozentrale -
Landesbank Saar - Girozentrale -
Landesbank Schleswig-Holstein - Girozentrale -
Manufacturers Hanover Bank GmbH
Marcand, Stein & Co.
Merck, Finck & Co.

S. Metzler soef. Sohn & Co. KGaA
Mitsubishi Bank (Deutschland) GmbH
Mitsui Tokyo Kobe Bank (Deutschland) GmbH
J. P. Morgan GmbH
Morgan Stanley GmbH
National-Bank Aktiengesellschaft
National Westminster Bank AG
Bankhaus Neulinger Aktiengesellschaft
The Nikko Securities Co.
(Deutschland) GmbH
Nippon Bank (Deutschland) GmbH
Norddeutsche Landesbank Girozentrale
Oldenburgische Landesbank Aktiengesellschaft
Sal. Oppenheim jr. & Cie. KGaA
Bankhaus Reuschel & Co.
Siemson Brothers Aktiengesellschaft (Deutschland)
Schmidtbank
Schnitzer Münchener Handel & Co.
Schwabische Bank Aktiengesellschaft
Schweizerische Bankgesellschaft (Deutschland)
Schweizerischer Bankverein (Deutschland)
Aktiengesellschaft
Société Générale - Elässische Bank & Co.
Süddeutsche Landesbank Girozentrale
Sumitomo Bank (Deutschland) GmbH
Sumitomo Trust and Banking (Deutschland) AG
Tinkaus & Burkhart KGaA
Verein- und Wechselbank Aktiengesellschaft
M. M. Warburg-Brockmann, Wirtz & Co.
Westdeutsche Landesbank Girozentrale
Westfälische Bank Aktiengesellschaft
Yamaichi International (Deutschland) GmbH

INTERNATIONAL COMPANIES AND FINANCE

Duracell plans secondary offering of 12m shares

By Nikki Tait in New York

DURACELL, the Connecticut-based battery manufacturer which was taken private in a 1988 leveraged buy-out, is to sell a further 12m shares to investors in a secondary stock offering.

Duracell, which first came to the market in the spring via an initial public offering, conceded yesterday that the new share issue "had come pretty quickly". However, the company claimed that current market conditions were attractive and that it was committed to reducing its debt levels.

Asked if there had been pressure for a secondary offering from Kohlberg Kravis Roberts,

the Wall Street firm that masterminded the leveraged buy-out, Duracell said it had been a joint decision.

Of the 12m shares being sold, KKR will contribute 7m; the remaining 5m will be sold by the company. Duracell management - which owns about 6.5 per cent of the equity - will not part with any stock.

After the latest stock offering, KKR would still hold a majority stake in Duracell of around 52.5 per cent.

Shares had been sold at \$15 each in the initial offer and

quickly rose over the \$20 mark. Yesterday, the shares were trading at around \$22.

Duracell said that its debt-to-capital ratio should fall to around 49.2 per cent after the stock offering. It currently stands at around 55.8 per cent. The company added that it expected profits for the first quarter of its current financial year to be in line with projections and analysts' expectations.

The company made a \$41.2m profit before extraordinary items but after interest in the year to end-June, compared with \$5.8m in 1989-90.

Managing underwriters for the offering are Merrill Lynch, Goldman Sachs and Bear Sterns.

Walt Disney sees lower income from theme parks

By Alan Friedman in New York

DECLINING attendance at Walt Disney theme parks caused an estimated 28 to 30 per cent drop in operating income over the past three months in the US entertainment group's resorts and theme parks division.

Mr Richard Nannula, the recently-named chief financial officer of Disney, said yesterday that he expected the division's operating profit in the quarter to end-September to be \$170m to \$175m, down sharply from \$242.3m in the year-earlier period.

Mr Nannula, who spoke to analysts attending Disney's anniversary festivities in Florida, forecast earnings per share of \$1.28 to \$1.38 in the quarter just ended, against \$1.73 a year ago. He said the decline would mean a 23 to 26 per cent drop in fourth-quarter net income, which stood at \$232.7m a year ago.

For the whole of Disney's 1990-91 financial year, Mr Nannula said earnings would be down by around 20 per cent from last year's \$824m. He stressed that the forecast was preliminary.

Mr Nannula said theme park attendances had been hurt recently by the Gulf war, the US recession, weak domestic and international travel and flagging consumer confidence.

Wall Street yesterday morning reacted to the profit forecasts by marking Disney's share price 8% lower to \$113.

GTE considers sale of lighting arm

By Alan Friedman

GTE, which operates the largest non-Bell telephone system in the US, is considering the sale of its electrical products group as part of a strategic review aimed at concentrating on the company's core telecommunications business.

The electrical division - which includes lighting and precision materials - last year made an operating profit of \$238m on sales of \$2.3bn. Consolidated 1990 net income was \$1.7bn on total revenues of \$21.4bn.

Mr James "Rocky" Johnson, GTE chairman and chief executive, said the company had determined that "our future

growth, profitability and enhancement of shareholder value lie within the telecommunications industry".

Mr Johnson cited GTE's recent \$6bn merger with Atlanta-based Centel as part of the new telecoms focus. The deal, approved last spring, created the largest US-based local exchange telephone company, with 18.6m access lines.

Together with the acquisition of the cellular properties of the Providence Journal, the Centel deal also made GTE the second biggest cellular telephone operator in the US. Mr Johnson said these businesses would benefit from the com-

pany's more focused strategy. GTE retained Goldman Sachs and Merrill Lynch to help evaluate and package the electrical products division for possible sale. The division includes the Sylvania brand of lamps, fixtures and components.

Yesterday's announcement was not the first time GTE had indicated a desire to divest itself of non-telecoms businesses. The company has already sold off its consumer communications and PBX businesses, and for some time has planned to concentrate on the telecoms service sector rather than on the hardware side.

Blackstone agrees to buy Days Inn system

By Nikki Tait

DAYS Inn, the third largest hotel chain in the US, is filing for protection under Chapter 11 of the US bankruptcy code and has proposed the sale of its franchise system to Blackstone Capital Partners, part of the Blackstone investment banking group, for \$250m.

For Blackstone, the deal mirrors a transaction last year with Prime Motor Inns. At that time, Blackstone paid around \$170m for interests in the Ramada and Howard Johnson franchise systems. Prime also had sought Chapter 11 bankruptcy protection.

The latest deal - which is subject to bankruptcy court approval and the absence of better bids - underlines the continuing problems faced by the US lodging industry. Quoted groups, such as Marriott and Hilton Hotels, have seen their profits tumble in the first half of the year and warned that there would be little improvement in the second six months. Occupancy rates have fallen, and in a saturated market there has been little scope for raising prices.

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Footwork International to acquire Harry W Hamacher

By Stefan Wagstyl in Tokyo

FOOTWORK International, a rapidly expanding Japanese transport group, yesterday announced plans to buy Harry W Hamacher, a German transport company.

Footwork will pay DM100m (\$60.8m) cash for Hamacher, Germany's largest independent transport operator with 2,000 employees and an extensive European network.

Mr Wataru Ohashi, the Footwork chairman, said the acquisition was an important step in the Japanese group's international expansion. The company plans future investments in southern Europe and in North

America to complement its existing businesses in Asia. Led by the flamboyant Mr Ohashi, Footwork has invested in a range of businesses including restaurants, fashion shops, and property and resort development. However most of Footwork's sales and profits come from transport.

Footwork International last year recorded sales of ¥18.36bn (\$137.2m) and pre-tax profits of ¥1.43bn. It has made two other foreign acquisitions - buying controlling stakes in the Steigenberger Hotel in Berlin and in David Morris, the upmarket UK jeweller.

Southwest Airlines offers deal for Midway assets

Southwest Airlines, the Dallas-based regional carrier regarded as one of the few bright spots in the US aviation industry, is offering to buy certain assets and provide loan financing to Midway Airlines, the bankrupt Chicago-based carrier, writes Nikki Tait.

Under the Southwest offer, the airline would buy 10 gates at Midway airport, Chicago's second largest, from the bankrupt carrier for \$10m and then sublease some of these back to

Midway Airlines.

Southwest would also lend Midway \$20m, to be repaid over five years and secured on other Midway airport assets. In the third part of the deal, Southwest would enter negotiations to reach a joint marketing agreement with Midway.

The Texas airline already operates some flights to Midway airport and has been seen as a possible viable low-cost competitor to industry giants such as United and American.

Compass posts AS\$10m loss

COMPASS Holdings, the only airline to have entered the Australian aviation market since deregulation a year ago, has announced a net loss of AS\$10.3m (US\$3.2m) for the year to end-June, writes Kevin Brown in Sydney.

The result contrasted with forecast profits of AS\$20m when Compass raised AS\$65m through a flotation on the Australian Stock Exchange in 1990.

However, Mr David Rice, chairman, said the airline was now operating profitably. He forecast a "much improved" result for the current year.

Compass said revenue had been limited to AS\$1m, com-

pared with the prospectus forecast of AS\$15m, because of capacity restrictions caused by a four-month delay in acquiring its fourth aircraft.

The delay inhibited the airline's ability to service business passengers in the eastern states - its target market - and forced it to cut fares to attract discretionary travellers.

● Air New Zealand reported a fall in net profits to NZ\$54m (US\$30.7m) for the 15 months to June 30, compared with a profit of NZ\$101m in the 12 months to March 31, 1990.

AP-JD reports from Auckland. Revenue totalled NZ\$2.44bn, compared with NZ\$1.90bn.

Espirito Santo Financial Holding S.A.

The Espirito Santo Group and its associates recently acquired control over 23 per cent of the shares of Banco Espirito Santo e Comercial de Lisboa in the first stage of its privatization. This marks the return of the Group to its original bank in Portugal which had been nationalized sixteen years ago. During the interim period the Group initially developed its financial activities outside Portugal but more recently has redeveloped its Portuguese position.

The Espirito Santo Group was fortunate to have the support of a considerable number of leading international financial institutions which contributed to the success of its strategy. At this significant point in its history, the Espirito Santo Group is pleased to express its gratitude to

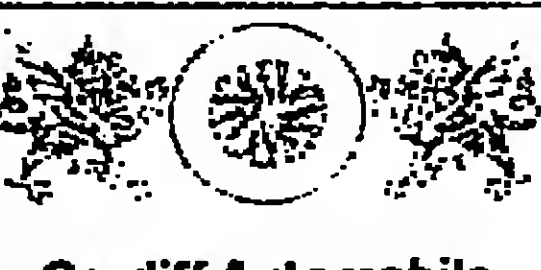
UBS PHILLIPS & DREW SECURITIES LIMITED
UNION BANK OF SWITZERLAND
UBS SECURITIES INC.

KREDIETBANK SA LUXEMBOURGEOISE
SALOMON BROTHERS
INTERNATIONAL LIMITED
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DI RISPARMIO ITALIANE

RBC Dominion Securities International
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Cassa di Risparmio de la Provincia di Viterbo
Cassa di Risparmio di Venezia
Cassa di Risparmio di Cuneo

Banca Euromobiliare
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Daiwa Europe Limited
Dongsuh Securities Co. Limited
N M Rothschild & Sons Limited
S.G. Warburg Securities
Daiier Hentsch & Cie
Banco Central Hispano Americano
Banque et Caisse d'Épargne de l'État, Luxembourg
Crédito Predial Português
Cassa di Risparmio de la Provincia di Macerata
Cassa di Risparmio di Bologna
Banco Fonseca & Burnay S.A.



Cardiff Automobile Receivables Securitisation (UK) plc
£328 million
Floating Rate Notes
Due 1995

In accordance with the provisions of the Notes, notice is hereby given that for the interest period from 27th September, 1991 to 27th December, 1991 the Notes will carry interest at the rate of 10.5625 per cent per annum.

Interest payable on 27th December, 1991 will amount to £26,334 on each £10,000 Note.

Chartered WestLB Limited
Agent Bank

ASHANTI GOLDFIELDS CORPORATION (GHANA) LIMITED

has entered into a long-term structure for gold hedging arrangements with

Union Bank of Switzerland
J. Aron & Co. (UK) Limited
Mocatta and Goldsmid

The undersigned assisted in the negotiations and acted as financial adviser to Ashanti Goldfields Corporation (Ghana) Limited.

International Finance Corporation

September, 1991

INTERNATIONAL COMPANIES AND FINANCE

ANI blames recession for 31.7% drop to A\$78m

By Kevin Brown in Sydney

AUSTRALIAN National Industries (ANI), a heavy engineering group, blamed the recession for a 31.7 per cent fall in equity accounted net profits to A\$78m (US\$62m) for the year to the end of June.

Mr Max Sandow, chairman, said there had been no increase in demand for the group's products in the first three months of the current year, but forecast improvement in the second half.

"We hear the odd comment in our industry that we are peering the bottom, but we have not seen any significant signs of bottoming and then lifting up," Mr Sandow said.

He said the group expected to "come pretty close" to last year's performance over the full year.

ANI, which is 30 per cent owned by Consolidated Press Holdings, Mr Kerry Packer's privately-owned master com-

pany, said sales fell by 30 per cent to A\$1.8bn, mainly because of falling demand in the distribution and services sectors, and the disposal of operations.

The manufacturing division performed better than last year, but the improvement was insufficient to counteract the effects of the downturn on the rest of the group.

"The recessionary conditions experienced in Australia, the UK and US during the year brought about some of the most difficult trading conditions ever experienced," Mr Sandow said.

The group said a restructuring programme begun in 1989-90 was nearing completion and had reduced costs by about A\$45m a year. Net debt was cut by A\$68m to A\$27m including A\$52m of convertible notes redeemable in 1996.

The group made no provisions against claims for dam-

ages totalling A\$400m relating to its involvement with the collapsed Spedley group of companies.

"ANI denies both claims strenuously and has been advised by senior queen's counsel that it has strong prospects of successfully defending both," the company said. ANI wrote off a A\$28m investment in Spedley two years ago.

Mr Sandow said the group was well placed to make a big acquisition but had no target in sight.

"The low gearing level gives the group the ability to take advantage of any investment opportunities which [would] allow our existing businesses to increase market share and improve profitability," he said.

The directors maintained the final dividend at 6 cents ashare, fully franked, maintaining the total dividend at 11.3 cents.

Bond Corp write-downs contribute to A\$642m loss

BOND Corporation Holdings, the failed Australian group formerly run by Alan Bond, yesterday reported a loss of A\$642m (US\$510.3m) for the financial year to the end of June, writes Kevin Brown.

The loss was accumulated over a shortened nine-month accounting period. Bond Corp reported a record loss of A\$2.2bn for the 12 months to June 1990, but the loss was reduced to A\$1.16bn over 15 months after the completion of the sale of the group's Australian Breweries.

Bond Corp said the loss in the latest period was caused by write-downs on the book value of assets, deconsolidation of subsidiaries, and accrued interest on unsecured debt.

However, the group said the result was not expected to affect the progress of a scheme of arrangement under which control will pass to European creditors as part of a debt for equity swap.

Mr Bond, who resigned as chairman a year ago after pressure from creditors, will emerge with less than 5 per cent of Bond Corp. He is facing criminal charges relating to share dealing, and is likely to face bankruptcy proceedings shortly.

Bond Corp said sales revenue fell to A\$339m, mostly accounted for by asset sales, compared to A\$9bn in the 15 months to October.

The group's investments in G. Heileman Brewing in the US and Bell Group in Australia were written down to zero, but the board retained the carrying value of A\$197m of an investment in a failed petrochemical project which was to have been developed jointly with the Western Australian state government.

The directors said they were confident that a legal action begun by the group would succeed in recovering the entire investment.

The group also made no provision against a claim by the Western Australia state government over a disputed indemnity agreement relating to share dealing in Bell Group. It said it was confident that legal proceedings would lead to the indemnity being declared invalid.

Bond Corp said it had made provisions against A\$91m in loans to Mr Bond's private company, Dalhold Investments, which is in receivership. The group's investment in British Sky Broadcasting, the UK satellite television operator, was written down to a nominal value, resulting in a loss of A\$133m.

Santos slump surprises market

By Kevin Brown

SANTOS, the Australian oil and gas producer, surprised the market with a 21 per cent slump in net profits to A\$35m (US\$27.8m) for the first half to June 30. The result was well below forecasts of about A\$50m.

Mr Ross Adler, managing director, said the result was caused by a fall in sales revenue from A\$260m to A\$251m, a strike in June, and higher tax and depreciation costs. The company said it expected sales to improve in the second half because of higher gas sales and the inclusion of sales delayed from the first half.

Mr Adler said the strike, at the Cooper/Bromanga basin in South Australia, reduced net profit by A\$10m, half of which would be recovered through deferred sales.

Full-year production of gas and oil would fall to 34m barrels of oil equivalent from 36m last year. The group had forecast production of 35m barrels.

Mr Adler said the outlook for oil prices in the second half was uncertain because of the potential effect of Kuwaiti and Iraqi production and the northern hemisphere winter. The price for Cooper Basin gas, which accounts for about 90

per cent of gas sales, increased by 6.5 per cent on July 1.

Santos said its tax bill increased to A\$49.3m, compared with A\$40.2m in the comparable period of last year, because of an increase of A\$7.5m in royalty payments and resource rent taxes.

Depreciation charges increased by A\$11.7m to A\$92m, and unrealised foreign exchange losses increased from A\$1.4m to A\$4.5m. The group said a debt reduction programme cut its interest bill by 36 per cent to A\$47.5m.

The interim dividend was maintained at 9 cents.

ACIL reduces losses to A\$108m

By Kevin Brown

AUSTRALIAN Consolidated Resources (ACIL), reported a reduced loss of A\$108m (US\$85.9m) for the year to the end of June, compared with a loss of A\$329m for the previous year.

ACIL, formerly Bell Resources, lost only A\$17.6m in the second half, indicating that it is returning to profitability after its association with Mr Alan Bond's failed Bond Corporation Holdings.

The company's main asset is a half-share in National Brewing Holdings (NBH), formerly Bond Brewing, which makes XXXX, Swan and Tooheys lagers. NBH is jointly-owned with Lion Nathan of New Zealand. ACIL said the loss was

mainly attributable to abnormal losses, including write-downs of A\$137m in debts due from Bond Corporation, and a further A\$3.4m against its investment in Bell Group.

The group is owed A\$470m by Bond Corp, of which A\$168m is secured under a scheme of arrangement which will transfer control of the group to European creditors.

ACIL said in August that it expected to improve on its first-half loss of A\$90.6m. However, Mr Geoff Hill, chairman, said the company had since received a tax assessment of A\$37.6m, which was higher than expected.

Sales revenue for the period was A\$30.7m, but the group

also reported other operating revenue of A\$262m, including the proceeds of the sale of its 31 per cent holding in Nine Network, the television station controlled by Mr Kerry Packer. The group said it made a profit of A\$22m on the A\$170m sale.

Weeks Petroleum, a 96 per cent subsidiary, contributed a profit of A\$4.5m to the group result compared with a loss of A\$45m in the previous year. The company has issued a notice of compulsory acquisition of the minority shareholdings in Weeks.

The directors said there would be no dividend on either ordinary or cumulative convertible preference shares in view of the result.



CANAL+ REPORTS STRONG GROWTH IN INTERIM EARNINGS

(Paris: September 20, 1991) CANAL+, France's leading pay-television network, said today that its net income after minority interests but before nonrecurring gains rose by 8.5 percent in the first six months of 1991. After nonrecurring gains, which primarily include a FF 146 million exceptional gain on the issue of new Studio CANAL+ shares, net income after minority interests rose by 40.8 percent over the period.

Income growth was achieved despite FF 210 million in charges related to new international and cable operations accounted for by the equity method. Successful marketing programs in Spain, Germany and Belgium, where subscriber bases are expanding by around 15,000 subscriptions a week, will help reduce the foreign units' expenses in the second half.

CONSOLIDATED FIRST-HALF 1991 RESULTS

| (FF millions) | June 30, 1991 | June 30, 1990 | % Change |
|---|---------------|---------------|----------|
| Revenues: | | | |
| • subscriptions | 2,863 | 2,543 | +12.6 |
| • Advertising and sponsoring | 160 | 155 | +3.2 |
| • other | 453 | 408 | +11.0 |
| Total revenues | 3,476 | 3,106 | +11.9 |
| Operating income | 1,063 | 937 | +13.4 |
| Net interest income (expense) | 13 | (24) | nm |
| Equity in losses of associated companies | (210) | (72) | +192.8 |
| Net income after minority interests but before nonrecurring gains | 560 | 516 | +8.5 |
| Net income after minority interests and nonrecurring gains | 710 | 504 | +40.8 |

Domestic business continues to enjoy satisfactory growth. By December 31, 1991, the subscriber base is expected to exceed 3,350,000, with around 550,000 new subscribers and 200,000 cancellations.

On this basis, annual subscription revenues will approach FF 5.8 billion, an 11.5 percent increase over 1990. Second half growth in advertising revenue should exceed that of the first half to reach five percent for the entire year. According to sales estimates for consolidated subsidiaries, total 1991 consolidated revenues will total FF 6.9 billion, a 12.5 percent improvement over 1990.

Due to the large capital gain realized on Studio CANAL+, the company will probably report less interest income this year than in 1990, and thereby allow its reserve of unrealized interest to grow back to 1989 levels. Under these circumstances, consolidated net income should increase by around 15 percent.

Simmer and Jack Mines Limited

(Incorporated in the Republic of South Africa)
Business number 01/7774/93

Directors: G C Mumbly (Chairman), H A McNeil, W Sauner, W N B Innes (British), M McInerney

Audited group results

Abridged income statement for the eighteen month period ended 30 June 1991

| | 30 June 1991 (18 months) | 30 December 1989 (18 months) |
|--|-----------------------------|---------------------------------|
| Turnover | 9 158 | 6 141 |
| Operating (loss) income | (1 033) | 1 509 |
| Expenditure on assets written off | 3 658 | - |
| Net operating (loss) income | (4 681) | 1 509 |
| Net interest received (paid) | 1 685 | (977) |
| Interest received | 2 712 | 971 |
| Interest paid | (1 027) | (1 948) |
| (Loss) Income before taxation | (1 927) | 2 622 |
| Taxation | 453 | 488 |
| (Loss) Income after taxation | (1 474) | 2 134 |
| Extraordinary items | - | 344 |
| Retained income at beginning of period | 13 366 | 10 428 |
| Retained income at end of period | 9 576 | 13 056 |
| Shares in issue '000 | 27 000 | 6 750 |
| (Loss) Earnings per share (cents) (weighted average) | (55.7) | 31.5 |

Abridged balance sheet at 30 June 1991

| | 30 June 1991 | 30 December 1989 |
|--|--------------|------------------|
| Capital employed | | |
| Share capital and premium | 39 354 | 154 |
| Net distributable reserves | 10 878 | 5 383 |
| Retained income | 9 576 | 13 056 |
| Long term loans | 187 | 9 000 |
| | 60 095 | 23 593 |
| Employment of capital | | |
| Investments and fixed assets | 50 416 | 18 450 |
| Minor assets | 50 742 | 344 |
| Cash on call, at bank, and on deposit | 9 888 | 9 820 |
| Current assets | 6 003 | 1 971 |
| Current liabilities | (12 755) | (14 891) |
| | 58 895 | 27 572 |
| Net tangible asset value per share (cents) | 214.8 | 37.16 |

Comments: The group has continued with its policy of seeking to expand its activities outside its traditional areas of engagement. Due to depressed conditions in commodity markets, the board has deemed it prudent to write off all exploration expenditure on non-paid mining projects. Turnover comprises royalties, rentals and other sundry income and includes net sales from the Eastern Transvaal mines. The further development of certain of the Eastern Transvaal gold mines has been curtailed due to the depressed conditions in the gold mining industry. The Simmer and Jack joint venture arrangements with East Rand Gold and Uranium Company Limited (ESGCO) were satisfactorily terminated at the end of the financial period.

Shortly after the date of the balance sheet, certain times dams were disposed of to ESGCO for a consideration including R17.9 million settled by the issue of ESGCO 5¢ ordinary shares.

No dividend has been recommended for payment to shareholders.

By order of the board
G C Mumbly (Director)
W N B Innes (Director)
24 September 1991

Transfer secretaries
Merrill Lynch International
94 Piccadilly Street
Johannesburg 2001
South Africa

Registered office
5th Floor, Southern Life Centre
3 Green Lane
Sandton, 2146
South Africa

Transfer secretaries
Barclays Bank Limited
6 Green Lane
London SW1 1PL
United Kingdom

Financial Services 42/27/91



PRIVATIZATION PROCESS

"EL POLIEDRO DE CARACAS"
(CARACAS CIVIC AND ENTERTAINMENT CENTER)

OPENING OF REGISTRATION FOR INTERESTED PARTIES

The Fondo de Inversiones de Venezuela (FIV), acting as the promotion and coordination agency of the Venezuelan Government for the Privatization of the INSTITUTO NACIONAL DE HIPÓDROMOS (I.N.H.) and in accordance with the agreement subscribed on the 08/27/91 between the two institutions, informs local and foreign investors the opening of a registry for interested parties and the prequalification process for the acquisition and operation of:

"EL POLIEDRO DE CARACAS"

This entertainment and cultural complex, consisting of a circular building forming a Fuller geodesic dome and surrounding parking areas, was built in 1973 and designed as a multipurpose civic events center. It has a capacity of 12,128 movable seats and an arena with a radius of 29.5 meters, acoustic and lighting equipment. Additionally, the structure contains a theatre/convention hall with 129 seats, simultaneous translation booths, three conference rooms, offices, commercial spaces and a presidential suite.

- Interested parties shall express in writing their intention to participate in the process no later than October 31st, 1991 to the office of the Privatization Manager of the Fondo de Inversiones de Venezuela.
- Expressions of interest must include the following information:
 - In the case of a firm or a consortium: Copy of the By laws or partnership agreement, company's annual reports and financial statements for the past three years, duly audited by certified public accountants.
 - In the case of non-incorporated investors: Name, Nationality, profession, place of residence, duly certified personal balance sheet.
- To be part of the registry interested parties should comply with the following requirements:
 - Provide evidence of experience and strengths in the area of promoting public entertainment, cultural and leisure activities and/or the operation of premises associated with this business, for a period of two years or more.
 - Demonstrate a net worth above 160 million of Venezuelan bolívares and/or gross revenues above 250 million of Venezuelan bolívares.
 - Certify to have no liabilities with the Venezuelan State.
- The Fondo de Inversiones de Venezuela, the Instituto Nacional de Hipódromos and the Ministerio de Agricultura y Cría will review the documentation and credentials received and will announce the results of the prequalification process in due course in the international and local press media. The prequalified investor will be informed of the necessary procedures to follow and operation conditions to meet in the subsequent Privatization Process.

For additional information, contact the Coordination for Privatization of "Instituto Nacional de Hipódromos", Gerencia de Privatización del Fondo de Inversiones de Venezuela, esquina de Mijares, Torre Banco Lara, Piso 5, Caracas - Venezuela, telephones 81.94.22, 81.94.29, Fax Nº 83.91.69, 801.07.99. TELEX FIVEN 22890, 26529.

New Issue
Closing October 1, 1991

This announcement appears
as a matter of record only.

DAIMLER-BENZ NORTH AMERICA CORPORATION

New York, New York, U.S.A.

U.S. \$ 250,000,000
8% Bonds of 1991, due 1998

unconditionally and irrevocably guaranteed by

DAIMLER-BENZ AKTIENGESSELLSCHAFT

Deutsche Bank Capital Markets
Limited

Credit Suisse First Boston
Limited

Commerzbank
Aktiengesellschaft

Dresdner Bank
Aktiengesellschaft

Goldman Sachs International
Limited

Merrill Lynch International
Limited

J.P. Morgan Securities Ltd.

Morgan Stanley International
Limited

UBS Phillips & Drew
Securities Limited

Kleinwort Benson
Limited

KLEINWORT BENSON FINANCE B.V.
US \$150 million Floating Rate Notes 1996
(US \$100,000,000 having been issued as the
Initial and Sole Tranche)

of
KLEINWORT BENSON GROUP Plc
(formerly Kleinwort Benson Lonsdale Plc)
(which was substituted for Kleinwort Benson Finance B.V. as the
principal debtor on 15th March 1985)
For the six months 30 September 1991 to 31 March 1992 the Notes
will carry a Rate of Interest of 8% per cent per annum with a
Coupon Amount of US \$298.65.

CHEMICAL BANK
Agent Bank

THE STARS PROGRAMME
STARS 1 PLC

\$475,000,000 Class A Floating Rate
Mortgage Backed Securities 2029

Notice is hereby given that the Rate of Interest has been fixed at 10.6625% and that the interest payable on the relevant Interest Payment Date December 27, 1991 against Coupon No. 4 in respect of \$10,000 nominal of the Notes will be £265.83.

October 1, 1991, London

By: Citibank, N.A. (CSI Dept.), Agent Bank

CITIBANK

FT GUIDE TO WORLD CURRENCIES

The table below gives the latest available rates of exchange (rounded) against four key currencies on Monday, September 30, 1991. In some cases the rate is nominal. Market rates are the average of buying and selling rates except where they are shown to be otherwise. In some cases market rates have been calculated from those of foreign currencies to which they are tied.

| COUNTRY | £ STG | US \$ | D-MARK | YEN | COUNTRY | £ STG | US \$ | D-MARK | YEN |
|---------------------------------------|---------|---------|---------|---------|---------------------------|---------|-------|---------|---------|
| Albania (Albania) | 99.25 | 56.6172 | 34.048 | 42.6422 | China (China) | 657.275 | 375 | 225.515 | 282.435 |
| Algeria (Algeria) | 10.2330 | 5.5117 | 3.507 | 4.2922 | Czechia (Czechia) | 139.28 | 79.5 | 49.5 | 61.875 |
| Angola (Angola) | 30.31 | 17.2903 | 10.3772 | 13.0225 | Denmark (Denmark) | 139.28 | 79.5 | 49.5 | 61.875 |
| Argentina (Argentina) | 9.9250 | 5.6617 | 3.507 | 4.2922 | Egypt (Egypt) | 139.28 | 79.5 | 49.5 | 61.875 |
| Australia (Australia) | 184.15 | 105.048 | 63.1732 | 79.1192 | France (France) | 139.28 | 79.5 | 49.5 | 61.875 |
| Austria (Austria) | 103.40 | 58.9645 | 35.4776 | 44.4253 | Germany (Germany) | 139.28 | 79.5 | 49.5 | 61.875 |
| Bahamas (Bahamas) | 17.737 | 9.9011 | 5.941 | 7.4737 | Ghana (Ghana) | 139.28 | 79.5 | 49.5 | 61.875 |
| Bahrain (Bahrain) | 17.737 | 9.9011 | 5.941 | 7.4737 | Guatemala (Guatemala) | 139.28 | 79.5 | 49.5 | 61.875 |
| Bangladesh (Bangladesh) | 252.10 | 143.511 | 86.4837 | 108.314 | Hong Kong (Hong Kong) | 139.28 | 79.5 | 49.5 | 61.875 |
| Barbados (Barbados) | 17.737 | 9.9011 | 5.941 | 7.4737 | India (India) | 139.28 | 79.5 | 49.5 | 61.875 |
| Belgium (Belgium) | 17.737 | 9.9011 | 5.941 | 7.4737 | Indonesia (Indonesia) | 139.28 | 79.5 | 49.5 | 61.875 |
| Belize (Belize) | 17.737 | 9.9011 | 5.941 | 7.4737 | Israel (Israel) | 139.28 | 79.5 | 49.5 | 61.875 |
| Bermuda (Bermuda) | 17.737 | 9.9011 | 5.941 | 7.4737 | Italy (Italy) | 139.28 | 79.5 | 49.5 | 61.875 |
| Bhutan (Bhutan) | 17.737 | 9.9011 | 5.941 | 7.4737 | Japan (Japan) | 139.28 | 79.5 | 49.5 | 61.875 |
| Bolivia (Bolivia) | 17.737 | 9.9011 | 5.941 | 7.4737 | Jordan (Jordan) | 139.28 | 79.5 | 49.5 | 61.875 |
| Bosnia (Bosnia) | 17.737 | 9.9011 | 5.941 | 7.4737 | Korea (Korea) | 139.28 | 79.5 | 49.5 | 61.875 |
| Brazil (Brazil) | 17.737 | 9.9011 | 5.941 | 7.4737 | Kuwait (Kuwait) | 139.28 | 79.5 | 49.5 | 61.875 |
| Bulgaria (Bulgaria) | 17.737 | 9.9011 | 5.941 | 7.4737 | Laos (Laos) | 139.28 | 79.5 | 49.5 | 61.875 |
| Burkina Faso (Burkina Faso) | 17.737 | 9.9011 | 5.941 | 7.4737 | Lebanon (Lebanon) | 139.28 | 79.5 | 49.5 | 61.875 |
| Burundi (Burundi) | 17.737 | 9.9011 | 5.941 | 7.4737 | Libya (Libya) | 139.28 | 79.5 | 49.5 | 61.875 |
| Cambodia (Cambodia) | 17.737 | 9.9011 | 5.941 | 7.4737 | Luxembourg (Luxembourg) | 139.28 | 79.5 | 49.5 | 61.875 |
| Cameroon (Cameroon) | 17.737 | 9.9011 | 5.941 | 7.4737 | Macao (Macao) | 139.28 | 79.5 | 49.5 | 61.875 |
| Canada (Canada) | 17.737 | 9.9011 | 5.941 | 7.4737 | Madagascar (Madagascar) | 139.28 | 79.5 | 49.5 | 61.875 |
| Cape Verde (Cape Verde) | 17.737 | 9.9011 | 5.941 | 7.4737 | Malawi (Malawi) | 139.28 | 79.5 | 49.5 | 61.875 |
| Cayman Is (Cayman Is) | 17.737 | 9.9011 | 5.941 | 7.4737 | Malaysia (Malaysia) | 139.28 | 79.5 | 49.5 | 61.875 |
| Cen. Afr. Rep (Cen. Afr. Rep) | 17.737 | 9.9011 | 5.941 | 7.4737 | Maldives (Maldives) | 139.28 | 79.5 | 49.5 | 61.875 |
| Chad (Chad) | 17.737 | 9.9011 | 5.941 | 7.4737 | Mali (Mali) | 139.28 | 79.5 | 49.5 | 61.875 |
| Chile (Chile) | 17.737 | 9.9011 | 5.941 | 7.4737 | Malta (Malta) | 139.28 | 79.5 | 49.5 | 61.875 |
| China (China) | 139.28 | 79.5 | 49.5 | 61.875 | Mauritania (Mauritania) | 139.28 | 79.5 | 49.5 | 61.875 |
| Colombia (Colombia) | 17.737 | 9.9011 | 5.941 | 7.4737 | Mauritius (Mauritius) | 139.28 | 79.5 | 49.5 | 61.875 |
| Costa Rica (Costa Rica) | 17.737 | 9.9011 | 5.941 | 7.4737 | Mexico (Mexico) | 139.28 | 79.5 | 49.5 | 61.875 |
| Cote d'Ivoire (Cote d'Ivoire) | 17.737 | 9.9011 | 5.941 | 7.4737 | Moldova (Moldova) | 139.28 | 79.5 | 49.5 | 61.875 |
| Cuba (Cuba) | 17.737 | 9.9011 | 5.941 | 7.4737 | Monaco (Monaco) | 139.28 | 79.5 | 49.5 | 61.875 |
| Cyprus (Cyprus) | 17.737 | 9.9011 | 5.941 | 7.4737 | Morocco (Morocco) | 139.28 | 79.5 | 49.5 | 61.875 |
| Czechia (Czechia) | 139.28 | 79.5 | 49.5 | 61.875 | Mozambique (Mozambique) | 139.28 | 79.5 | 49.5 | 61.875 |
| Denmark (Denmark) | 139.28 | 79.5 | 49.5 | 61.875 | Namibia (Namibia) | 139.28 | 79.5 | 49.5 | 61.875 |
| Dominican Rep (Dominican Rep) | 17.737 | 9.9011 | 5.941 | 7.4737 | Nepal (Nepal) | 139.28 | 79.5 | 49.5 | 61.875 |
| Dominican Rep (Dominican Rep) | 17.737 | 9.9011 | 5.941 | 7.4737 | Netherlands (Netherlands) | 139.28 | 79.5 | 49.5 | 61.875 |
| Ecuador (Ecuador) | 17.737 | 9.9011 | 5.941 | 7.4737 | New Zealand (New Zealand) | 139.28 | 79.5 | 49.5 | 61.875 |
| Egypt (Egypt) | 139.28 | 79.5 | 49.5 | 61.875 | Nicaragua (Nicaragua) | 139.28 | 79.5 | 49.5 | 61.875 |
| El Salvador (El Salvador) | 17.737 | 9.9011 | 5.941 | 7.4737 | Niger (Niger) | 139.28 | 79.5 | 49.5 | 61.875 |
| Equatorial Guinea (Equatorial Guinea) | 17.737 | 9.9011 | 5.941 | 7.4737 | Nigeria (Nigeria) | 139.28 | 79.5 | 49.5 | 61.875 |
| Ethiopia (Ethiopia) | 17.737 | 9.9011 | 5.941 | 7.4737 | North Korea (North Korea) | 139.28 | 79.5 | 49.5 | 61.875 |
| Falkland Is (Falkland Is) | 17.737 | 9.9011 | 5.941 | 7.4737 | Oman (Oman) | 139.28 | 79.5 | 49.5 | 61.875 |
| Fiji (Fiji) | 17.737 | 9.9011 | 5.941 | 7.4737 | Pakistan (Pakistan) | 139.28 | 79.5 | 49.5 | 61.875 |
| Finland (Finland) | 17.737 | 9.9011 | 5.941 | 7.4737 | Panama (Panama) | 139.28 | 79.5 | 49.5 | 61.875 |
| France (France) | 139.28 | 79.5 | 49.5 | 61.875 | Paraguay (Paraguay) | 139.28 | 79.5 | 49.5 | 61.875 |
| French Polynesia (French Polynesia) | 17.737 | 9.9011 | 5.941 | 7.4737 | Peru (Peru) | 139.28 | 79.5 | 49.5 | 61.875 |
| Gabon (Gabon) | 17.737 | 9.9011 | 5.941 | 7.4737 | Philippines (Philippines) | 139.28 | 79.5 | 49.5 | 61.875 |
| Gambia (Gambia) | 17.737 | 9.9011 | 5.941 | 7.4737 | Poland (Poland) | 139.28 | 79.5 | 49.5 | 61.875 |
| Germany (Germany) | 139.28 | 79.5 | 49.5 | 61.875 | Portugal (Portugal) | 139.28 | 79.5 | 49.5 | 61.875 |

Source: Bank of America, Economics Department, London. Figures are in US dollars unless otherwise stated. Figures in parentheses are in local currency. Figures in brackets are in British pounds. Figures in italics are in French francs. Figures in bold type are in German marks. Figures in small caps are in Japanese yen. Figures in all caps are in US dollars. Figures in mixed case are in other currencies. Figures in bold type are in German marks. Figures in small caps are in Japanese yen. Figures in all caps are in US dollars. Figures in mixed case are in other currencies.

INTERNATIONAL CAPITAL MARKETS

Treasures climb on hope of cut in interest rates

By Patrick Harverson in New York and Sara Webb in London

US BOND prices edged higher yesterday morning, buoyed by hopes of lower interest rates which helped investors shrug off a modest rise in the Chicago Purchasing Managers' Index.

By midday, the benchmark 30-year bond was up 1/8 at 103 1/2, yielding 8.11 per cent. The two-year note was also firmer, up 1/8 at 100 1/2, yielding 5.80 per cent.

GOVERNMENT BONDS

The market opened the week in bullish mood, aided by last week's poor economic figures, a downward assessment of economic conditions at a meeting last Friday between Mr Alan Greenspan, chairman of the Federal Reserve, and President George Bush and hopes that the Fed's policy-making Open Market Committee will decide at its regular meeting today to keep the monetary reins loose.

Crucial September employment data is published this Friday, and analysts expect the market to retain its firm tone ahead of the release, with dealers and investors betting on another interest rate cut if the jobs figures are weak.

As UK government bonds rose following the US Treasury bond market's rally on Friday and in the absence of significant domestic factors, short-dated gilts were almost unchanged on the day, while long-dated bonds gained about a quarter of a point on Friday's close.

The Life gilt future contract

opened at 96.05 and traded up to 96.09 by late afternoon. The Bank of England issued two \$100m tranches of existing index-linked stock for sale from today. The 2 per cent index-linked gilt, due 1996, is aimed at higher rate taxpayers, while the 2 1/2 per cent index-linked gilt due 2013 is aimed at institutional investors.

Index-linked gilts have their coupon and capital value linked to the retail prices index. In the past, some investors have used them as a hedge against inflation, but the Bank is issuing index-linked stock as a surprise and index-linked gilts slipped slightly yesterday.

THE Dutch Finance Ministry agency sold a total of £1.5bn of 10-year bonds when it reopened its tap issue yesterday.

The tap issue of 8.75 per cent bonds due 2001 opened at 99.8, but the price was later increased to 99.85. Traders said the tap is expected to remain open today and possibly tomorrow as well.

Traders reported some switching out of German government bonds into the Dutch tap issue as the yield spread over 10-year German bonds widened to around 38 basis points from 35 basis points last week.

German cash bond and futures prices rose above Friday's close, but slipped from the day's highs. The Life bond futures contract opened at 88.47, moving up to a high of 88.61 before falling to 88.51 by mid-afternoon.

JAPANESE bonds slipped on profit-taking yesterday, as hopes of an imminent cut in the Official Discount Rate faded.

Japanese government bonds reached new highs in last week's rally, but yesterday traders reported disappointment at the Bank of Japan's decision to leave the ODR unchanged at 5.5 per cent, despite signs of falling inflation and the yen's strength against the dollar.

Traders said the Bank of Japan's decision to recall loans was taken as a sign that short-term interest rates were unlikely to fall further for a while.

The Bank recalled ¥3,000bn in loans in the morning and ¥500bn in the late afternoon to meet an expected ¥4,000bn surplus.

A Bank of Japan senior official told a news conference it would be premature to cut the discount rate, but said the Bank of Japan was not resisting the drop in open-market interest rates.

The yield on the benchmark No 159 government bond opened at 5.91 per cent and closed at 5.95 per cent.

The December futures contract closed at 99.45 in Tokyo, which was down from its opening of 99.48.

The Finance Ministry is expected to auction about ¥800bn in 10-year bonds today, with a coupon of 6 per cent. Japan's four largest securities firms are excluded from participating in the offering because they paid compensation to leading clients for investment losses.

BENCHMARK GOVERNMENT BONDS

| Coupon | Rate | Price | Change | Yield | Week | Month |
|-------------|--------|----------|--------|-------|-------|-------|
| AUSTRALIA | 12.000 | 110.4387 | -0.001 | 10.31 | 10.52 | 10.28 |
| BELGIUM | 6.000 | 98.0001 | 0.000 | 9.12 | 9.20 | 9.23 |
| CANADA | 8.750 | 120.01 | 0.000 | 9.13 | 9.38 | 9.53 |
| DENMARK | 6.000 | 110.00 | 0.000 | 9.08 | 9.12 | 9.24 |
| FRANCE | 8.500 | 119.98 | 0.000 | 9.02 | 9.05 | 9.14 |
| GERMANY | 8.500 | 101.0101 | 0.000 | 8.83 | 8.85 | 8.96 |
| ITALY | 12.000 | 98.0001 | 0.000 | 8.40 | 8.45 | 8.45 |
| JAPAN | 6.000 | 98.0001 | 0.000 | 8.33 | 8.38 | 8.38 |
| NETHERLANDS | 6.000 | 98.0001 | 0.000 | 8.73 | 8.80 | 8.82 |
| SPAIN | 11.500 | 97.000 | 0.000 | 11.41 | 11.32 | 11.67 |
| UK GILTS | 10.000 | 100.00 | 0.000 | 9.50 | 9.50 | 9.50 |
| US TREASURY | 7.875 | 100.00 | 0.000 | 7.48 | 7.58 | 7.91 |

London closing. *New York morning session. Prices: US, UK in 32nds, others in decimal. Technical Data/ATLAS Price Source

FT/IBID INTERNATIONAL BOND SERVICE

| U.S. DOLLAR STRAIGHTS | | | | | | Latest Prices at 6:10 pm on September 2 | |
|-------------------------|------|-------|-------|-------|-------|---|--|
| Issued | Rate | Offer | Close | Yield | Week | Month | |
| ALBERTA PROVINCIAL 1991 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 1992 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 1993 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 1994 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 1995 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 1996 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 1997 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 1998 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 1999 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2000 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2001 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2002 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2003 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2004 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2005 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2006 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2007 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2008 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2009 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2010 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2011 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2012 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2013 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2014 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2015 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2016 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2017 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2018 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2019 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2020 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2021 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2022 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2023 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2024 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2025 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2026 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2027 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2028 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
| ALBERTA PROVINCIAL 2029 | 100 | 102 | 102 | 8.68 | 10.52 | 10.28 | |
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Berlin banks' proposal for merger under review

By Andrew Fisher and David Waller in Frankfurt

THE BERLIN government said yesterday it was studying local banks' proposals to form Germany's sixth largest banking group but could not say at this stage whether, or in what form, they would be finally approved.

However, the banks said they hoped for a favourable response to their proposal. Under the plan, Berliner Bank and Landesbank Berlin would combine with two smaller banks - Berliner Volksbank and Berliner Sparkasse - to form an organisation with a total business volume of some DM120bn.

The city of Berlin would retain the majority of shares in the new grouping, to be called Berliner Banken Holding. Initially, its stake would exceed 80 per cent, but this could be reduced to 51 per cent. Barclays Bank of the UK denied reports it might take a stake in BHB, while Credit Lyonnais of France had no comment.

The scheme reflects the ambitions of the city's banks to give Berlin a higher financial profile as part of a united Germany. The country's three largest commercial banks, Deutsche Bank, Dresdner Bank and Commerzbank, all intend to retain their headquarters in Frankfurt. Two have absorbed their Berlin subsidiaries, previously run as separate units, into the overall group as part of their expansion eastwards.

Commerzbank said yesterday it would also do so eventually. The bank recently announced it was building new headquarters in Frankfurt to reassert its commitment to the city.

Before the Berlin banks can be combined into a new holding, the two smaller ones have to be legally changed into shareholding companies from public sector banks. Banking sources said a draft change in the law was being prepared.

The city owns both banks. It also owns 56 per cent of Berliner Bank - 26 per cent is held by Gothaer Versicherung, the insurance company -

which has around 100 branches in and around Berlin. The city is the sole owner of Landesbank Berlin, the regional savings bank.

BHF Securities, the securities arm of the German bank Berliner Handels-und Bank, is considering closing operations in Tokyo in the near future, writes Emilio Terazono in Tokyo.

A Ministry of Finance official said BHF had consulted the ministry over plans to withdraw from Tokyo.

BHF's Tokyo branch began operations in February 1988 after obtaining a brokerage licence in September 1987. For the fiscal year to end-March 1991, it posted pre-tax losses of ¥200m on revenues of ¥500m.

The stagnant Tokyo stock market has been depressing profits of domestic and foreign brokerages. Earnings at smaller foreign houses, which lack expertise in derivative trading, now the mainstay of most foreign securities companies, have been especially hard hit.

Salomon sees fall in share of bond issues

By Patrick Harverson in New York

SALOMON Brothers' share of US stock and bond issues fell sharply in the third quarter of this year, indicating how badly the scandal over its illegal activities in the Treasury markets has affected the securities firm's underwriting business.

IDB Information Services, the US financial data firm, said the value of all US corporate stock and bond offerings underwritten by Salomon in the third quarter rose to \$11.46bn, against \$8.48bn last year, but its market share fell from 11.4 per cent to 7.7 per cent. The fall meant Salomon slid from third to fifth in IDB's rankings of corporate underwriters.

While Salomon's market share slipped, those of three of its leading competitors, Merrill Lynch (ranked first in the quarter with \$27.82bn, or 18.7 per cent of the market), Lehman Brothers (\$17.4bn or 11.7 per cent) and First Boston (\$16.25bn or 10.9 per cent) rose.

Of the four firms above Salomon in the rankings, only Goldman Sachs (\$13.6bn, or 9.1 per cent) saw its share of the underwriting market decline between July and September.

Several clients deserted Salomon during the quarter after the firm admitted it had rigged its bids during auctions of Treasury securities. Those defections, and the possibility that companies issuing bonds and stocks shied away from Salomon because of the scandal, was partly behind the decline in its market share in the quarter.

The July-to-September decline in market share has affected the firm's figures for the year to date. IDB said Salomon underwrote \$38.77bn of corporate stock and bonds in the first nine months of this year, almost \$12bn more than in the same three quarters last year.

But its share of what was a bigger market fell to 8.8 per cent between January and September this year, or fifth in the list of top 10 underwriters, from 10.4 per cent, or third in the list last year.

Bradford & Bingley in PIBS issue

By Simon London in London

BRADFORD & Bingley, the seventh largest building society ranked by assets, yesterday became the second of the UK's mutual savings institutions to strengthen its balance sheet with an issue of permanent interest bearing shares (PIBS).

The £60m issue comes four months after Leeds Permanent opened the market for the new type of shares with a £75m issue.

Both issues count as Tier 1 or core capital under rules laid down by the Building Societies Commission, the regulatory body under UK law.

Yesterday's issue carries a 13 per cent coupon and was priced to yield 360 basis points more than the UK government's 9 per cent Treasury bond maturing 2008, the benchmark government bond at the longer maturities.

The pricing was seen as generous by market participants. The Leeds issue was launched at a yield spread of 350 basis points over the government bond and was yesterday trading at a spread of around 330 basis points.

The issue, led-managed by Salomon Brothers, was sold mainly to UK institutional

investors, including many pension funds which like to match such long-dated, high-yielding assets against long-term pension liabilities.

The closest comparable securities are sterling preference shares issued by UK banks, such as National Westminster's recent £140m issue. That deal was priced to yield 250 basis points over long-dated government bonds.

However, a preference share holder ranks above common equity holders in the event of winding up, whereas a PIBS holder is the most junior creditor. PIBS rank even below

depositors funds held in share accounts, the building society equivalent of common stock.

The Bradford & Bingley PIBS will be quoted on the London Stock Exchange, and Salomon Brothers and Moore Govett, which co-lead manager to the issue, will act as market makers.

Bradford & Bingley was rated A1 by Moody's Investors Service, the UK credit rating agency until this summer. However, when the building society completed the takeover of an ailing rival, the Leamington Spar, Moody's cut its credit rating to AAs.

EIB launches AS400m issue of 10-year bonds

By Tracy Corrigan in London

THE EUROPEAN Investment Bank yesterday became the first issuer to take advantage of a change in rules allowing foreign borrowers to tap demand in the domestic Australian bond market and international markets simultaneously.

The EIB launched an AS400m issue of 10-year bonds, to be priced early today, under

between the domestic and Eurobond market.

"In the past they have traded quite separately," one dealer said. Even Eurobond issues exchangeable for domestic debt have been quite distinct.

The issue is designed to be topped up to bolster liquidity, and is expected to trade on a yield basis, like the Australian domestic market, on a five basis point spread.

In the Spanish market, the Nordic Investment Bank launched the first index-linked bond, via JP Morgan. Redemption of the three-year zero-coupon bonds is linked to the FIEX-35 index of leading Spanish stocks. Investors participate in 90 per cent of any gains in the index, but are not vulnerable to any decline.

World Bank, since the NIB deal was structured to appeal to equity, rather than bond, investors.

Despite its relatively low 11 per cent coupon, the World Bank deal performed well, and the yield fell below the important psychological level of 11 per cent to 10.98 per cent, outperforming a recent five-year EIB deal, which stalled at 11 per cent. Dealers said that the World Bank has a certain rarity value in the sector, while the EIB, expected to return to the market this Autumn, is a frequent issuer.

Elsewhere, continuing strong demand for Canadian dollar securities ensured a positive reception for a C\$200m issue of 10-year bonds by British Gas, priced to yield 26 basis points above the comparable Canadian government bond.

Historically, the spread appears aggressive for a corporate borrower. But British Gas, a triple-A rated utility, is still regarded as ranking close to UK government debt despite privatisation. By the end of the day, the spread had tightened

INTERNATIONAL BONDS

an AS750m registered bond programme.

Under the new rules, introduced by the Australian Treasury last April, foreign borrowers can now offer registered securities to domestic and international investors, free from withholding tax. But, a limited number of borrowers, probably around a dozen sovereign and supranational borrowers, will be able to take advantage of the new rules, since foreign companies would not meet sufficient demand in the Australian domestic market to justify this type of deal.

Even in the case of the EIB, the flow of paper is expected to be skewed towards Europe, although lead-manager Hambros is trying to ensure that around half the paper is placed in Australia. But there will be a support bid in Australia to boost liquidity, and this new type of deal - in many ways a hybrid of a domestic deal and a Eurobond issue - should improve the linkage

Toronto abandons dollar fractions

By Bernard Simon in Toronto

THE days of North American stock market traders and investors having to do their sums in awkward one-eighth fractions of a dollar may be numbered.

In a move which could turn out to be the tip of a wedge, the Toronto stock exchange has replaced the traditional one-eighth dollar fractions with decimal quotes on its Toronto 35 Index Participation Units (TIPS), one of the TSE's most active instruments.

Mr Jim Gallagher, the TSE's executive vice-president, said yesterday the exchange had no plans yet to switch quotes on common shares to five and 10-cent increments. But he said the TSE move was likely to strengthen a growing body of opinion in North America urging the wholesale introduction of decimal trading.

The main advantage of decimal trading is that it tightens spreads between bid and ask prices from a minimum of 12.5 cents (one-eighth of a dollar) to

5 cents. The smaller spread is useful for traders moving frequently in and out of shares, who do not want the heavier risk of a one-eighth dollar spread.

However, a decimal system would require new computer software and an adjustment by floor traders, many of whom are reluctant to break with tradition. Toronto's TIPS units are traded on the exchange's automated trading system.

The TSE hopes decimal trading will improve the liquidity of TIPS, which began trading in March 1990 as an "index fund" based on the TSE 35 index. Each TIPS unit has an asset value equal to about one-tenth of the index level.

Decimal quotes will also be used for TIPS put and call options, which began trading yesterday. The TSE is likely to extend the decimal system soon to some types of convertible preferred shares, which have more in common with bonds than common shares.

Shares priced between \$3 and \$5 on North American exchanges already trade in five-cent increments. Single cents are used below \$3.

BUSINESS investment in Canada will remain "very weak" until the end of 1992, restraining economic recovery and job creation, warned the Royal Bank of Canada, writes Robert Gibbons in Montreal.

This is mainly because corporate profits have fallen steeply in the past two years with the recession, combined with high interest rates and a high Canadian dollar. The bank says recovery will only be gradual.

The study estimates that though corporate profits will rise 37 per cent from a low base now to the end of 1992, their ratio to gross domestic product will remain depressed at 8.3 per cent.

After the 1989-93 recession, profits rose 61 per cent over six consecutive quarters to 10.5 per cent of GDP.

NEW INTERNATIONAL BOND ISSUES

| Borrower | Amount | Coupon % | Price | Maturity | Fees | Book runner |
|---|--------|----------|-------------|-----------|-----------|-----------------------|
| CANADIAN DOLLARS | 200 | 8 1/2 | 101 1/2 | 2001 | 2 1/2 | Deutsche Bk Cap.Mkts. |
| PERSEUS World Bank (b) Nordic Investment Bk (c) | 150n | 11 zero | 101 1/2 100 | 1996 1994 | 1 1/2 1/2 | Barclays J.P. Morgan |
| YEN | | | | | | |
| Toshiba Corp (a) | 300n | 6 1/2 | 101 1/2 | 1999 | 1 1/2 | Nikko Sec. |
| Toshiba Corp (a) | 300n | 6 1/2 | 101 1/2 | 1997 | 1 1/2 | Nomura Int. |
| Hino Motors (a) | 200n | 8 1/2 | 101 1/2 | 1998 | 1 1/2 | Yamachi Int. |
| Toshiba (a) | 100n | 6 1/2 | 101 1/2 | 2002 | 2 1/2 | Daiwa Sec. |

LONDON MARKET STATISTICS

RISES AND FALLS YESTERDAY

| British Funds | Rises | Falls | Same |
|--------------------------|-------|-------|-------|
| Equities | 50 | 1 | 12 |
| Industrial | 399 | 211 | 889 |
| Financial and Properties | 151 | 20 | 519 |
| Oil | 1 | 20 | 25 |
| Plantations | 2 | 0 | 8 |
| Mines | 13 | 66 | 92 |
| Others | 13 | 66 | 92 |
| Totals | 646 | 449 | 1,654 |

LONDON RECENT ISSUES

| Issue | Amount | Price | Yield | Stock | Price | Yield |
|----------|--------|-------|-------|-------|-------|-------|
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |

FIXED INCOME STOCKS

| Issue | Amount | Price | Yield | Stock | Price | Yield |
|----------|--------|-------|-------|-------|-------|-------|
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |

RIGHTS OFFERS

| Issue | Amount | Price | Yield | Stock | Price | Yield |
|----------|--------|-------|-------|-------|-------|-------|
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |

TRADITIONAL OPTIONS

| Issue | Amount | Price | Yield | Stock | Price | Yield |
|----------|--------|-------|-------|-------|-------|-------|
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |
| 100 F.P. | 100 | 100 | 100 | 100 | 100 | 100 |

LONDON TRADED OPTIONS

| Option | CALLS | PUTS | Option | CALLS | PUTS |
|-----------|---------------------------------|---------------------------------|-----------|---------------------------------|---------------------------------|
| ATM Index | 400 47 1/2 64 1/2 10 1/2 29 3/4 | 400 47 1/2 64 1/2 10 1/2 29 3/4 | ATM Index | 400 47 1/2 64 1/2 10 1/2 29 3/4 | 400 47 1/2 64 1/2 10 1/2 29 3/4 |
| ATM Index | 400 47 1/2 64 1/2 10 1/2 29 3/4 | 400 47 1/2 64 1/2 10 1/2 29 3/4 | ATM Index | 400 47 1/2 64 1/2 10 1/2 29 3/4 | 400 47 1/2 64 1/2 10 1/2 29 3/4 |
| ATM Index | 400 47 1/2 64 1/2 10 1/2 29 3/4 | 400 47 1/2 64 1/2 10 1/2 29 3/4 | ATM Index | 400 47 1/2 64 1/2 10 1/2 29 3/4 | 400 47 1/2 64 1/2 10 1/2 29 3/4 |
| ATM Index | 400 47 1/2 64 1/2 10 1/2 29 3/4 | 400 47 1/2 64 1/2 10 1/2 29 3/4 | ATM Index | 400 47 1/2 64 1/2 10 1/2 29 3/4 | 400 47 1/2 64 1/2 10 1/2 29 3/4 |
| ATM Index | 400 47 1/2 64 1/2 10 1/2 29 3/4 | 400 47 1/2 64 1/2 10 1/2 29 3/4 | ATM Index | 400 47 1/2 64 1/2 10 1/2 29 3/4 | 400 47 1/2 64 1/2 10 1/2 29 3/4 |
| ATM Index | 400 47 1/2 64 1/2 10 1/2 29 3/4 | 400 47 1/2 64 1/2 10 1/2 29 3/4 | ATM Index | 400 47 1/2 64 1/2 10 1/2 29 3/4 | 400 47 1/2 64 1/2 10 1/2 29 3/4 |
| ATM Index | 400 47 1/2 64 1/2 10 1/2 29 3/4 | 400 47 1/2 64 1/2 10 1/2 29 3/4 | ATM Index | 400 47 1/2 64 1/2 10 1/2 29 3/4 | 400 47 1/2 64 1/2 10 1/2 29 3/4 |
| ATM Index | 400 47 1/2 64 1/2 10 1/2 29 3/4 | 400 47 1/2 64 1/2 10 1/2 29 3/4 | ATM Index | 400 47 1/2 64 1/2 10 1/2 29 3/4 | 400 47 1/2 64 1/2 10 1/2 29 3/4 |
| ATM Index | 400 47 1/2 64 1/2 10 1/2 29 3/4 | 400 47 1/2 64 1/2 10 1/2 29 3/4 | ATM Index | 400 47 1/2 64 1/2 10 1/2 29 3/4 | 400 47 1/2 64 1/2 10 1/2 29 3/4 |

FT-SE 100 SHARE INDEX

| Index | Value | Change | Index | Value | Change |
|-----------|--------|--------|-----------|--------|--------|
| FT-SE 100 | 2621.7 | +22.7 | FT-SE 100 | 2621.7 | +22.7 |
| FT-SE 100 | 2621.7 | +22.7 | FT-SE 100 | 2621.7 | +22.7 |
| FT-SE 100 | 2621.7 | +22.7 | FT-SE 100 | 2621.7 | +22.7 |
| FT-SE 100 | 2621.7 | +22.7 | FT-SE 100 | 2621.7 | +22.7 |
| FT-SE 100 | 2621.7 | +22.7 | FT-SE 100 | 2621.7 | +22.7 |
| FT-SE 100 | 2621.7 | +22.7 | FT-SE 100 | 2621.7 | +22.7 |
| FT-SE 100 | 2621.7 | +22.7 | FT-SE 100 | 2621.7 | +22.7 |
| FT-SE 100 | 2621.7 | +22.7 | FT-SE 100 | 2621.7 | +22.7 |
| FT-SE 100 | 2621.7 | +22.7 | FT-SE 100 | 2621.7 | +22.7 |

FT-ACTUARIES SHARE INDICES

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| EQUITY GROUPS & SUB-SECTIONS | | | | | | | | | | | Monday September 30 1991 | | | | | | | | | | | Fri Sep 27 | Thu Sep 26 | Wed Sep 25 | Year ago (approx.) |
|--|--|--|--|--|--|--|--|--|--|--|--------------------------|-----------------|-------------------------------|------------------------------|-------------------------------|--------------------------|----------|----------|----------|---------|-------|---------------|---------------|---------------|--------------------------|
| Figures in parentheses show number of stocks per section | | | | | | | | | | | Index | Day's Change | Est. Earnings Yield (%) | Gross Divid. Yield (%) | Est. P/E Ratio (Net) | 1991 Adj. to Close | Index | Index | Index | Index | Index | Index | | | |
| | | | | | | | | | | | % | % | % | % | | | | | | | | | | | |
| 1 CAPITAL BUILDINGS (140) | | | | | | | | | | | 859.60 | +0.4 | 9.17 | 5.63 | 13.60 | 29.93 | 856.21 | 855.24 | 851.80 | 690.10 | | | | | |
| 2 Building Materials (24) | | | | | | | | | | | 1050.71 | -0.1 | 7.19 | 5.92 | 18.28 | 40.19 | 1061.55 | 1065.74 | 1058.10 | 868.68 | | | | | |
| 3 Contracting, Construction (31) | | | | | | | | | | | 1167.31 | -0.1 | 8.26 | 6.23 | 16.43 | 45.06 | 1165.69 | 1165.50 | 1158.36 | 1038.21 | | | | | |
| 4 Electricals (11) | | | | | | | | | | | 2655.25 | +0.1 | 8.23 | 4.97 | 15.56 | 72.48 | 2652.02 | 2651.75 | 2634.63 | 1903.33 | | | | | |
| 5 Electronics (25) | | | | | | | | | | | 1813.79 | +0.1 | 10.56 | 5.26 | 11.97 | 49.55 | 1795.58 | 1789.18 | 1774.16 | 1592.28 | | | | | |
| 6 Engineering-Aerospace (8) | | | | | | | | | | | 377.50 | +0.2 | 16.37 | 6.64 | 1.57 | 16.48 | 376.32 | 381.89 | 377.36 | 415.09 | | | | | |
| 7 Engineering-General (45) | | | | | | | | | | | 496.87 | +0.6 | 9.96 | 5.14 | 12.41 | 15.74 | 496.72 | 492.56 | 495.51 | 366.70 | | | | | |
| 8 Metals and Metal Forming (8) | | | | | | | | | | | 469.18 | +0.6 | 13.97 | 7.53 | 8.69 | 17.48 | 466.44 | 464.96 | 461.96 | 390.74 | | | | | |
| 9 Motors (12) | | | | | | | | | | | 357.59 | +0.6 | 8.93 | 6.73 | 15.29 | 14.65 | 355.29 | 360.72 | 362.25 | 276.28 | | | | | |
| 10 OTHER INDUSTRIAL MATERIALS (20) | | | | | | | | | | | 1652.68 | +1.1 | 7.68 | 4.93 | 15.49 | 58.55 | 1635.54 | 1626.95 | 1608.25 | 1171.08 | | | | | |
| 11 CONSUMER GROUP (167) | | | | | | | | | | | 1545.28 | +0.8 | 7.41 | 3.99 | 16.67 | 31.94 | 1544.21 | 1543.61 | 1520.91 | 1143.32 | | | | | |
| 12 Brewers and Distillers (22) | | | | | | | | | | | 1947.63 | +0.6 | 7.95 | 3.45 | 15.31 | 38.33 | 1935.56 | 1928.83 | 1931.07 | 1394.45 | | | | | |
| 13 Food Manufacturing (19) | | | | | | | | | | | 1232.76 | +1.0 | 9.20 | 4.06 | 13.42 | 26.32 | 1221.05 | 1224.01 | 1233.17 | 985.43 | | | | | |
| 14 Food Retailing (17) | | | | | | | | | | | 2495.05 | +0.8 | 8.93 | 3.39 | 14.65 | 50.75 | 2476.58 | 2501.11 | 2485.77 | 1733.77 | | | | | |
| 15 Death and Household (22) | | | | | | | | | | | 5707.85 | +1.5 | 5.45 | 2.55 | 21.03 | 58.33 | 5637.41 | 5647.91 | 5644.93 | 2130.50 | | | | | |
| 16 Hotels and Leisure (25) | | | | | | | | | | | 1343.24 | +0.5 | 8.02 | 5.25 | 18.20 | 37.73 | 1336.19 | 1337.04 | 1340.74 | 1134.34 | | | | | |
| 17 Media (26) | | | | | | | | | | | 1258.58 | +0.2 | 6.91 | 4.55 | 18.91 | 43.4 | 1255.02 | 1254.59 | 1250.77 | 974.45 | | | | | |
| 18 Packaging, Paper & Printing (17) | | | | | | | | | | | 779.04 | +0.9 | 7.22 | 4.19 | 16.82 | 22.26 | 772.17 | 765.36 | 763.14 | 474.94 | | | | | |
| 19 Stores (32) | | | | | | | | | | | 1000.39 | +1.1 | 7.12 | 3.71 | 17.14 | 19.20 | 1000.50 | 996.50 | 992.72 | 744.94 | | | | | |
| 20 Textiles (9) | | | | | | | | | | | 628.50 | +1.0 | 7.33 | 4.97 | 13.62 | 35.16 | 629.68 | 631.47 | 634.16 | 398.19 | | | | | |
| 21 OTHER GROUPS (109) | | | | | | | | | | | 1306.52 | +0.8 | 9.23 | 4.94 | 17.32 | 15.68 | 1295.68 | 1297.06 | 1295.46 | 956.56 | | | | | |
| 1 Business Services (12) | | | | | | | | | | | 11419.09 | +1.3 | 6.61 | 4.60 | 16.16 | 34.9 | 11400.24 | 11385.35 | 11328.99 | 921.47 | | | | | |
| 2 Chemicals (21) | | | | | | | | | | | 1486.80 | +1.3 | 7.81 | 4.86 | 18.49 | 14.02 | 1480.23 | 1480.63 | 1462.04 | 1042.04 | | | | | |
| 3 Conglomerates (23) | | | | | | | | | | | 1544.31 | +0.4 | 9.94 | 3.76 | 16.87 | 20.90 | 1542.90 | 1540.77 | 1537.77 | 1234.77 | | | | | |
| 4 Transport (13) | | | | | | | | | | | 2405.64 | +0.9 | 7.09 | 4.73 | 17.47 | 66.37 | 2383.45 | 2389.92 | 2379.77 | 1761.61 | | | | | |
| 5 Electricity (16) | | | | | | | | | | | 1268.37 | -13.85 | 5.13 | 9.42 | 27.75 | 1268.72 | 1270.12 | 1278.30 | 1061.10 | | | | | | |
| 6 Telephone Networks (4) | | | | | | | | | | | 1581.24 | +0.9 | 9.18 | 3.84 | 13.80 | 28.34 | 1567.04 | 1565.28 | 1571.39 | 1061.10 | | | | | |
| 7 Water (10) | | | | | | | | | | | 625.28 | +1.4 | 11.16 | 2.05 | 19.15 | 20.05 | 624.51 | 624.51 | 624.51 | 474.94 | | | | | |
| 8 WIRELESS (23) | | | | | | | | | | | 1935.26 | +0.9 | 5.18 | 5.14 | 25.74 | 69.56 | 1930.51 | 1935.07 | 1928.01 | 1467.01 | | | | | |
| 9 INDUSTRIAL GROUP (480) | | | | | | | | | | | 1307.53 | +0.7 | 8.34 | 4.43 | 14.92 | 33.1 | 1297.91 | 1297.33 | 1299.24 | 974.45 | | | | | |
| 51 Oil & Gas (20) | | | | | | | | | | | 2426.35 | +0.6 | 7.16 | 5.72 | 12.28 | 92.91 | 2411.06 | 2403.38 | 2385.65 | 2330.30 | | | | | |
| 52 FINANCIAL SHARE INDEX (500) | | | | | | | | | | | 4040.10 | +0.7 | 7.68 | 4.59 | 14.54 | 36.03 | 3993.55 | 3993.54 | 3993.40 | 1008.08 | | | | | |
| 51 FINANCIAL GROUP (92) | | | | | | | | | | | 834.52 | +0.5 | - | 5.61 | - | 30.50 | 830.83 | 830.47 | 833.86 | 644.76 | | | | | |
| 62 Banks (9) | | | | | | | | | | | 981.39 | +1.3 | 4.34 | 5.43 | -23.20 | 36.81 | 969.81 | 980.29 | 969.49 | 676.76 | | | | | |
| 65 Insurance (Life) (7) | | | | | | | | | | | 1589.64 | +0.1 | - | 5.33 | - | 62.78 | 1586.78 | 1586.22 | 1594.87 | 1266.66 | | | | | |
| 66 Insurance (Composital) (6) | | | | | | | | | | | 1589.64 | +0.1 | - | 5.33 | - | 62.78 | 1586.78 | 1586.22 | 1594.87 | 1266.66 | | | | | |
| 67 Insurance (Life) (9) | | | | | | | | | | | 1157.87 | +0.3 | 7.08 | 5.89 | 18.49 | 42.45 | 1155.15 | 1155.87 | 1157.52 | 774.04 | | | | | |
| 68 Merchant Banks (7) | | | | | | | | | | | 482.27 | - | - | 4.38 | - | 13.08 | 482.48 | - | 487.75 | 325.25 | | | | | |
| 69 Property (36) | | | | | | | | | | | 966.06 | - | 5.76 | 4.84 | 24.43 | 23.01 | 966.27 | 967.28 | 969.49 | 864.64 | | | | | |
| 70 OTHER FINANCIAL (18) | | | | | | | | | | | 263.31 | -1.9 | 11.03 | 6.98 | 11.40 | 20.46 | 266.46 | 269.65 | 268.93 | 233.33 | | | | | |
| 71 Investment Trusts (69) | | | | | | | | | | | 1254.57 | - | - | 3.46 | - | 26.66 | 1257.11 | 1257.11 | 1255.50 | 974.45 | | | | | |
| 99 ALL-SHARE INDEX (661) | | | | | | | | | | | 1265.96 | +0.7 | - | 4.70 | - | 35.13 | 1257.47 | 1257.16 | 1257.74 | 979.19 | | | | | |
| | | | | | | | | | | | Index | Day's Change | Est. Earnings Yield (%) | Gross Divid. Yield (%) | Est. P/E Ratio (Net) | 1991 Adj. to Close | Index | Index | Index | Index | Index | Index | | | |
| | | | | | | | | | | | % | % | % | % | | | | | | | | | | | |
| 1 CAPITAL BUILDINGS (140) | | | | | | | | | | | 859.60 | +0.4 | 9.17 | 5.63 | 13.60 | 29.93 | 856.21 | 855.24 | 851.80 | 690.10 | | | | | |
| 2 Building Materials (24) | | | | | | | | | | | 1050.71 | -0.1 | 7.19 | 5.92 | 18.28 | 40.19 | 1061.55 | 1065.74 | 1058.10 | 868.68 | | | | | |
| 3 Contracting, Construction (31) | | | | | | | | | | | 1167.31 | -0.1 | 8.26 | 6.23 | 16.43 | 45.06 | 1165.69 | 1165.50 | 1158.36 | 1038.21 | | | | | |
| 4 Electricals (11) | | | | | | | | | | | 2655.25 | +0.1 | 8.23 | 4.97 | 15.56 | 72.48 | 2652.02 | 2651.75 | 2634.63 | 1903.33 | | | | | |
| 5 Electronics (25) | | | | | | | | | | | 1813.79 | +0.1 | 10.56 | 5.26 | 11.97 | 49.55 | 1795.58 | 1789.18 | 1774.16 | 1592.28 | | | | | |
| 6 Engineering-Aerospace (8) | | | | | | | | | | | 377.50 | +0.2 | 16.37 | 6.64 | 1.57 | 16.48 | 376.32 | 381.89 | 377.36 | 415.09 | | | | | |
| 7 Engineering-General (45) | | | | | | | | | | | 496.87 | +0.6 | 9.96 | 5.14 | 12.41 | 15.74 | 496.72 | 492.56 | 495.51 | 366.70 | | | | | |
| 8 Metals and Metal Forming (8) | | | | | | | | | | | 469.18 | +0.6 | 13.97 | 7.53 | 8.69 | 17.48 | 466.44 | 464.96 | 461.96 | 390.74 | | | | | |
| 9 Motors (12) | | | | | | | | | | | 357.59 | +0.6 | 8.93 | 6.73 | 15.29 | 14.65 | 355.29 | 360.72 | 362.25 | 276.28 | | | | | |
| 10 OTHER INDUSTRIAL MATERIALS (20) | | | | | | | | | | | 1652.68 | +1.1 | 7.68 | 4.93 | 15.49 | 58.55 | 1635.54 | 1626.95 | 1608.25 | 1171.08 | | | | | |
| 11 CONSUMER GROUP (167) | | | | | | | | | | | 1545.28 | +0.8 | 7.41 | 3.99 | 16.67 | 31.94 | 1544.21 | 1543.61 | 1520.91 | 1143.32 | | | | | |
| 12 Brewers and Distillers (22) | | | | | | | | | | | 1947.63 | +0.6 | 7.95 | 3.45 | 15.31 | 38.33 | 1935.56 | 1928.83 | 1931.07 | 1394.45 | | | | | |
| 13 Food Manufacturing (19) | | | | | | | | | | | 1232.76 | +1.0 | 9.20 | 4.06 | 13.42 | 26.32 | 1221.05 | 1224.01 | 1233.17 | 985.43 | | | | | |
| 14 Food Retailing (17) | | | | | | | | | | | 2495.05 | +0.8 | 8.93 | 3.39 | 14.65 | 50.75 | 2476.58 | 2501.11 | 2485.77 | 1733.77 | | | | | |
| 15 Death and Household (22) | | | | | | | | | | | 5707.85 | +1.5 | 5.45 | 2.55 | 21.03 | 58.33 | 5637.41 | 5647.91 | 5644.93 | 2130.50 | | | | | |
| 16 Hotels and Leisure (25) | | | | | | | | | | | 1343.24 | +0.5 | 8.02 | 5.25 | 18.20 | 37.73 | 1336.19 | 1337.04 | 1340.74 | 1134.34 | | | | | |
| 17 Media (26) | | | | | | | | | | | 1258.58 | +0.2 | 6.91 | 4.55 | 18.91 | 43.4 | 1255.02 | 1254.59 | 1250.77 | 974.45 | | | | | |
| 18 Packaging, Paper & Printing (17) | | | | | | | | | | | 779.04 | +0.9 | 7.22 | 4.19 | 16.82 | 22.26 | 772.17 | 765.36 | 763.14 | 474.94 | | | | | |
| 19 Stores (32) | | | | | | | | | | | 1000.39 | +1.1 | 7.12 | 3.71 | 17.14 | 19.20 | 1000.50 | 996.50 | 992.72 | 744.94 | | | | | |
| 20 Textiles (9) | | | | | | | | | | | 628.50 | +1.0 | 7.33 | 4.97 | 13.62 | 35.16 | 629.68 | 631.47 | 634.16 | 398.19 | | | | | |
| 21 OTHER GROUPS (109) | | | | | | | | | | | 1306.52 | +0.8 | 9.23 | 4.94 | 17.32 | 15.68 | 1295.68 | 1297.06 | 1295.46 | 956.56 | | | | | |
| 1 Business Services (12) | | | | | | | | | | | 11419.09 | +1.3 | 6.61 | 4.60 | 16.16 | 34.9 | 11400.24 | 11385.35 | 11328.99 | 921.47 | | | | | |
| 2 Chemicals (21) | | | | | | | | | | | 1486.80 | +1.3 | 7.81 | 4.86 | 18.49 | 14.02 | 1480.23 | 1480.63 | 1462.04 | 1042.04 | | | | | |
| 3 Conglomerates (23) | | | | | | | | | | | 1544.31 | +0.4 | 9.94 | 3.76 | 16.87 | 20.90 | 1542.90 | 1540.77 | 1537.77 | 1234.77 | | | | | |
| 4 Transport (13) | | | | | | | | | | | 2405.64 | +0.9 | 7.09 | 4.73 | 17.47 | 66.37 | 2383.45 | 2389.92 | 2379.77 | 1761.61 | | | | | |
| 5 Electricity (16) | | | | | | | | | | | 1268.37 | -13.85 | 5.13 | 9.42 | 27.75 | 1268.72 | 1270.12 | 1278.30 | 1061.10 | | | | | | |
| 6 Telephone Networks (4) | | | | | | | | | | | 1581.24 | +0.9 | 9.18 | 3.84 | 13.80 | 28.34 | 1567.04 | 1565.28 | 1571.39 | 1061.10 | | | | | |
| 7 Water (10) | | | | | | | | | | | 625.28 | +1.4 | 11.16 | 2.05 | 19.15 | 20.05 | 624.51 | 624.51 | 624.51 | 474.94 | | | | | |
| 8 WIRELESS (23) | | | | | | | | | | | 1935.26 | +0.9 | 5.18 | 5.14 | 25.74 | 69.56 | 1930.51 | 1935.07 | 1928.01 | 1467.01 | | | | | |
| 9 INDUSTRIAL GROUP (480) | | | | | | | | | | | 1307.53 | +0.7 | 8.34 | 4.43 | 14.92 | 33.1 | 1297.91 | 1297.33 | 1299.24 | 974.45 | | | | | |
| 51 Oil & Gas (20) | | | | | | | | | | | 2426.35 | +0.6 | 7.16 | 5.72 | 12.28 | 92.91 | 2411.06 | 2403.38 | 2385.65 | 2330.30 | | | | | |
| 52 FINANCIAL SHARE INDEX (500) | | | | | | | | | | | 4040.10 | +0.7 | 7.68 | 4.59 | 14.54 | 36.03 | 3993.55 | 3993.54 | 3993.40 | 1008.08 | | | | | |
| 51 FINANCIAL GROUP (92) | | | | | | | | | | | 834.52 | +0.5 | - | 5.61 | - | 30.50 | 830.83 | 830.47 | 833.86 | 644.76 | | | | | |
| 62 Banks (9) | | | | | | | | | | | 981.39 | +1.3 | 4.34 | 5.43 | -23.20 | 36.81 | 969.81 | 980.29 | 969.49 | 676.76 | | | | | |
| 65 Insurance (Life) (7) | | | | | | | | | | | 1589.64 | +0.1 | - | 5.33 | - | 62.78 | 1586.78 | 1586.22 | 1594.87 | 1266.66 | | | | | |
| 66 Insurance (Composital) (6) | | | | | | | | | | | 1589.64 | +0.1 | - | 5.33 | - | 62.78 | 1586.78 | 1586.22 | 1594.87 | 1266.66 | | | | | |
| 67 Insurance (Life) (9) | | | | | | | | | | | 1157.87 | +0.3 | 7.08 | 5.89 | 18.49 | 42.45 | 1155.15 | 1155.87 | 1157.52 | 774.04 | | | | | |
| 68 Merchant Banks (7) | | | | | | | | | | | 482.27 | - | - | 4.38 | - | 13.08 | 482.48 | - | 487.75 | 325.25 | | | | | |
| 69 Property (36) | | | | | | | | | | | 966.06 | - | 5.76 | 4.84 | 24.43 | 23.01 | 966.27 | 967.28 | 969.49 | 864.64 | | | | | |
| 70 OTHER FINANCIAL (18) | | | | | | | | | | | 263.31 | -1.9 | 11.03 | 6.98 | 11.40 | 20.46 | 266.46 | 269.65 | 268.93 | 233.33 | | | | | |
| 71 Investment Trusts (69) | | | | | | | | | | | 1254.57 | - | - | 3.46 | - | 26.66 | 1257.11 | 1257.11 | 1255.50 | 974.45 | | | | | |
| 99 ALL-SHARE INDEX (661) | | | | | | | | | | | 1265.96 | +0.7 | - | 4.70 | - | 35.13 | 1257.47 | 1257.16 | 1257.74 | 979.19 | | | | | |

Daniel Green on the growing schism between differing treatments

The IAC, in turn, gets some other makers of beta ago-

The Glaxo products, Ventolin and Serevent, are beta agonists, which work by relaxing airway passages. Glaxo shares fell for four days in succession last week while the debate raged.

The research results have sparked debate, and even soul-searching, in the medical community. Regulatory authorities have re-opened their files on beta agonists, but the IAC doctors were exasperated by what they saw as the dangerous slowness of the pro-

In the spring of 1992, the NIH is due to reveal its international guidelines on the treatment of asthma. These will be acceptable to the medical establishment, having gone through due consultative process.

They are, however, unlikely to be simple and concise and may therefore provide further impetus to the efforts of maverick groups of doctors such as the IAC.



It has a surface area of 1.743 hectares, 1.208.700 square meters of land area and 10.885 meters of mooring space. It possesses 32.250 meters of deposits. The urban support of the port is the city of Las Palmas, 400.000 inhabitants, the tourist speciality of the island and its capital and the nearness of the International Airport of Gran Canaria lends new attractions.

PUERTO DE LA LUZ Y LAS PALMAS

PHONE: 34- 28- 45 81 00TELEX: 96004 JPLUZ- FAX 34- 28- 45 81 22
ISLAS CANARIAS - SPAIN

By Alan Cane

Mr Bayfield said measures had been put in place to

Net gearing fell to 24 per cent at the end of June, compared with 45 per cent at the end of 1990. Net borrowings were down to £17m.

By Peter Pearse

The disposals and cash con-

By Peggy Hollinger

Collingtree Park, Northampton, the flagship golf course development, performed better than expected in its first year of operation, Mr Alexander said. It incurred a loss of £327,000, about half the fore-

Earnings per share were 7.6p (11.2p). The dividend is 2.5p (4p for 15 months).

By Peggy Hollinger

Gross margins were up by about 1 percentage point

least two more before the year
end. Tecno outlets were
revamped and improved sales
were already coming through.

Losses per share edged up from 1.26p to 1.28p.

Turnover was halved a

Losses per share were 0.49p (earnings 0.03p). There were extraordinary credits of £859,000, being gain on sale of freehold property.

FREE STATE CONSOLIDATED GOLD MINES LIMITED
Registration No. 05/2821/06
(Incorporated in the Republic of South Africa)

GENERAL MEETING

Proposed Conversion of S Ordinary Shares to Ordinary Shares

The lifting of the Comprehensive Anti-Apartheid Act of 1986 adopted by the United States of America means that it is no longer necessary to retain the company's S ordinary shares as a separate class. Accordingly, as was originally envisaged in the circular relating to the creation of the S ordinary shares, it is proposed that a resolution to convert all of the S ordinary shares, both issued and unissued, into ordinary shares, be put forward for consideration by members.

For the benefit of holders of share warrants to bearer issued by Free State Consolidated Gold Mines Limited notice is hereby given that a general meeting of members will be held at 44 Main Street, Johannesburg, on Tuesday, October 29 1991, at 15h30 for the purpose of considering and, if deemed fit, of passing, with or without modification the following special and ordinary resolutions:

Special resolution

"That, the consent of the holder of all of the 1 559 093 issued S ordinary shares in the capital of the company having been received in terms of article 41(a) and pursuant to the provisions of article 40(b) of the company's articles of association:

- all of the 3 820 878 authorised S ordinary shares of 50 cents each, of which 1 559 093 have been issued, are hereby converted into ordinary shares of 50 cents each ranking par passu in all respects with the existing ordinary shares of 50 cents each in the capital of the company;
- article 6(b) of the articles of association of the company is hereby deleted; and
- existing article 6(e) of the articles of association of the company is hereby renumbered 6.

Ordinary resolution

"That subject to the passing and registration of the special resolution proposed in terms of the notice convening this meeting, the directors are hereby authorised to allot and issue:

- to Anglo American Corporation of South Africa Limited (AAC) or as it may direct, no more than the number of ordinary shares of 50 cents each in the capital of the company as equate in value to the shares which the company may request be issued by AAC to the eligible employees of Free State Consolidated Gold Mines (Operations) Limited in terms of The Anglo American Group Employee Shareholder Scheme; and
- the remaining unissued ordinary shares of 50 cents each in the capital of the company in their discretion in terms of and subject to the provisions of the Companies Act, 1973, as amended."

The reason for proposing the special resolution is to provide for the conversion of the authorised and issued S ordinary shares in the capital of the company into ordinary shares. The resolution will have this effect and will delete from the articles of association article 6(b) which contains the provisions relating to S ordinary shares and renumber article 6(a) as 6.

The office and United Nations transfer registers and registers of members of the company will be closed from Wednesday, October 23 to Tuesday, October 29 1991, both days inclusive.

Holders of share warrants to bearer who wish to attend in person or by proxy or to vote at the general meeting must comply with the regulations of the company under which share warrants to bearer are issued.

A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and, on a poll, vote in his stead. A proxy need not be a member of the company.

A form of proxy to enable members to vote for or against each of the resolutions or to abstain from voting is available from the transfer secretaries and the registered and London offices of the company. Proxy forms must be lodged with the company's transfer secretaries not less than 48 (forty-eight) hours before the time set for the holding of the meeting. Completion of a form of proxy will not preclude a member from attending the meeting.

By order of the board
ANGLO AMERICAN CORPORATION OF SOUTH AFRICA LIMITED
Secretaries
per N B Bittorn
Divisional secretary


Transfer Secretaries
Consolidated Share Registrars Limited
First Floor, Eldora, 40 Commissioner Street
Johannesburg, 2001, South Africa

Registered Office
44 Main Street
Johannesburg 2001
South Africa

London office
40 Holborn Viaduct
London EC1P 1AJ

and
Barclays Registrars Limited
Bourne House
34 Beckenham Road
Beckenham
Kent BR3 4TU

Johannesburg
October 1 1991



UK COMPANY NEWS

Management cuts at Laura Ashley

By Jane Fuller

LAURA ASHLEY, the fashion and furnishings group, yesterday announced a management reorganisation that will remove 100 jobs and cost more than £2m.

Mr Jim Maxmin, the new chief executive, said the annual savings would be £2m. The £2m-£3m cost of restructuring would probably be treated as an exceptional item.

The group, which lost £8.7m last year, last week announced an interim profit of £530,000. After yesterday's announcement, analysts were revising their full-year forecasts

downwards.

Ms Kimlan Cook, stores analyst at County NatWest, said she had pencilled in pre-tax profit of £1m for 1990-91, but was now forecasting a £4.5m loss after exceptional items, while staying with a £7.5m profit for next year.

The shares gained 1p to 86p, a similar level to that paid last year by the Japanese Aeon Group when it took a 15 per cent stake.

Mr Maxmin said the changes, under a programme called Simplify, Focus, Act (SFA), would not affect shop or

production jobs. Last year, 1,000 jobs were cut in the UK when seven factories shut and a further 500 redundancies were made elsewhere.

The programme includes taking out layers of management in the UK and US, moving the US head office from a 178,000 sq ft building to something much smaller, and the closure of a cloth buying office in Chelmsford, Essex.

As mentioned in last week's interim review, £3m of capital spending would be incurred on upgrading and unifying computer systems.

Mr Maxmin said the group would be run as a single international business. "Laura Ashley has suffered from a fragmented management structure that has prevented a clear global brand strategy from being developed and implemented."

A global operations executive would be established. On the financial side "an immediate priority will be to improve the quality of management information and to achieve eight-day reporting by December 1992."

See Overseas

Hanson ends ARC-Powell joint venture

By Roland Rudd

HANSON, the acquisitive conglomerate and Powell Duffryn, the fuel and distribution group, yesterday announced the termination of the ARC-Powell Duffryn joint venture.

Hanson, which generally keeps tight control on its operations, effectively ended the venture by buying Powell Duffryn out for £30m.

Powell Duffryn, one of the few companies to successfully defend itself against a Hanson hostile bid, has kept control of the concrete brickmaking business.

The venture was formed in 1984 when Powell Duffryn merged its quarrying and brickmaking interests with ARC's related interests in South Wales. Hanson bid for Powell Duffryn the following year.

On a pro-forma basis the deal will cut Powell Duffryn's borrowings by about half to £33m.

Mr David Hubbard, chairman, said the deal was likely to be agreed in the mid-thirties as the group continued its capital expenditure programme while profits remained low.

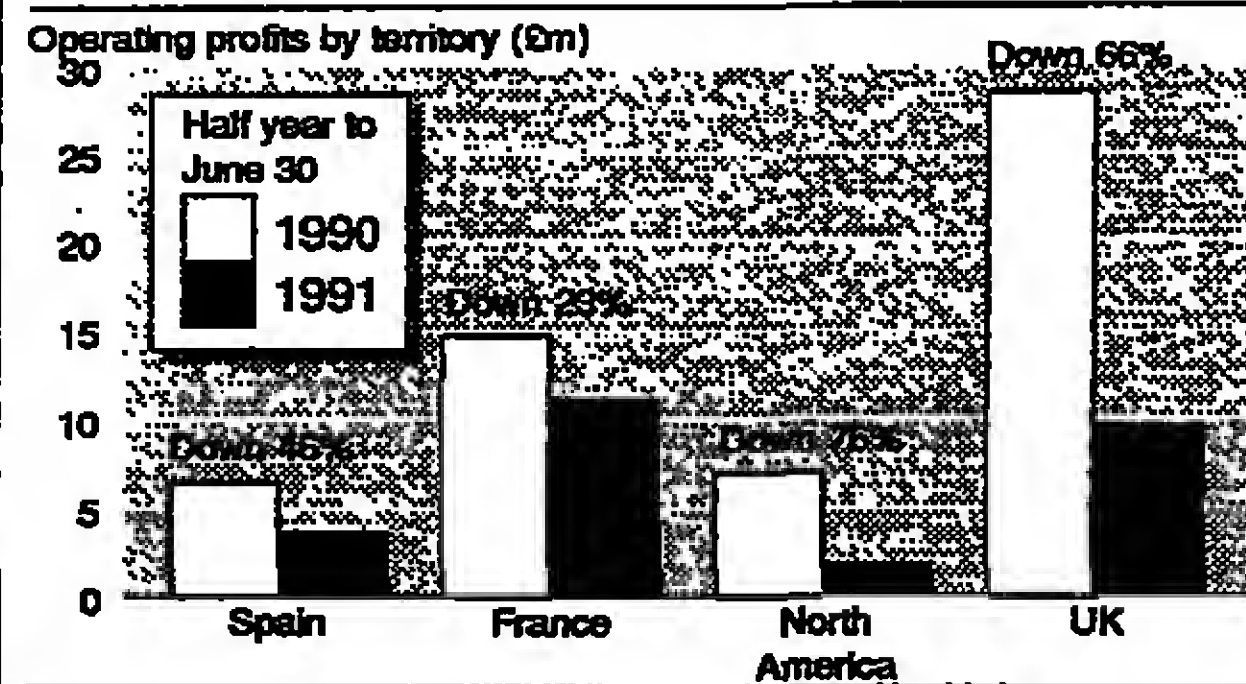
He said trading in the first half had been affected by the low levels of activity particularly in railway engineering.

A fall in engineering orders was responsible for a 14 per cent decline, from £38.6m to £28.9m, in taxable profits for the year to end-March.

Continental decline contributes to substantial fall at Steeley

By Andrew Taylor, Construction Correspondent

Steeley



THE RECESSION in the construction industry and bad winter weather caught up with Steeley during the first six months of this year.

Profits of the building materials group fell sharply in all of its main areas of activity including continental Europe. This region until recently had helped offset declining profits in the UK and US. A divisional breakdown of the first half performance showed that:

- UK operating profits fell by two thirds to £9.6m. The company's brick prices have fallen by 9 per cent during the past 12 months.
- In Spanish profits fell by 46 per cent from £6.5m to £3.5m. Corresponding profits, however, were inflated by property sales. The underlying profits fall was nearer 30 per cent. Spanish authorities have recently reined in public expenditure on infrastructure. This has meant that projects such as the Madrid ring road

under pressure he said.

- French profits fell from £14.6m to £11.2m. Steeley said that concern over the funding of French support for the Gulf war had contributed to cuts of about £1bn in infrastructure spending plans this year. Bad weather in January and February had also inhibited construction work and led to lower first half profits. Even so, spending on transport is likely to be lower than had been planned.
- In Spanish profits fell by 46 per cent from £6.5m to £3.5m. Corresponding profits, however, were inflated by property sales. The underlying profits fall was nearer 30 per cent. Spanish authorities have recently reined in public expenditure on infrastructure. This has meant that projects such as the Madrid ring road



Richard Miles: UK margin remain under pressure

have had to be postponed.

- The fall in North America profits, down 78 per cent to £1.7m was the heaviest in any division. The Ontario economy remains deeply depressed. Sales of Canadian steel companies, a main customer of limestone, declined 10 per cent in the first six months of this year, said Mr Miles.
- Prospects for a recovery in Canada tied to the performance of the US economy, he said.
- Mr Miles said that the group's financial position remained strong even though borrowings had increased by most deferred payments arising from last year's French acquisition. As a result, temporarily, had increased to more than 60 per cent. This was expected to reduce to about 55 per cent by the year-end.

SCIT adjusts minimum value of ASIT bid

By Philip Coggan, Personal Finance Editor

Scottish Cities Investment Trust yesterday increased the minimum cash value of its £18m bid for Anglo Scandinavian Investment Trust after buying shares in the market.

The minimum cash offer is now 82p after SCIT bought shares at that level to increase its stake from 10 to 12.3 per cent. SCIT also has acceptances in respect of 14.99 per cent of the ordinary shares.

The minimum cash offer is now 82p after SCIT bought shares at that level to increase its stake from 10 to 12.3 per cent. SCIT also has acceptances in respect of 14.99 per cent of the ordinary shares.

ASIT made no further response to SCIT's offer yesterday. The cash offer is 82 per cent of ASIT's formula asset value and there is a share offer of 90.25 per cent of fav.

Ramco tumbles to £225,000

By Deborah Hargreaves

PRE-TAX PROFITS of Ramco Oil Services, which provides pipes to the North Sea oil fields, have tumbled to £225,000 in the six months to end-June, as maintenance work in the North Sea overtook oil exploration and pipe demand dropped off.

But the company reported success in its efforts to expand overseas during the period, when it gained a sizeable contract to supply pipe-finishing services to Nippon Steel's Yawata mill in Japan.

The contract runs for two years and marks the company's first move into Japan.

In addition, Ramco will provide pipe finishing on the Island of Flora in northern Norway for an expansion of offshore sea.

During the first half, the group set up the infrastructure

for its joint venture with the Soviet Union - Ramco Almas - to sell soviet oil pumps to the western oil business. Oil pumps have now been installed on a trial basis at Mobil in Canada and Texaco in Germany.

Mr Stephen Remp, the chairman, said Ramco now had an inventory of some 80 soviet pumps, with half in the US and half in Rotterdam.

It is targeting three markets for the sale of pumps: the US, continental Europe, particularly Germany and France, and North Africa.

"We are very satisfied with the quality and delivery schedules, but we have a difficult job to persuade western companies that this is a high quality product that will work," said Mr Remp.

He said he hoped, by the end of the year, to have sufficient

commitments for pumps in 1992 to make this part of the business profitable.

Ramco has also joined the consortium headed by Amoco, the US oil company, for exploiting the Azeri oilfield in the Azerbaijan sector of the Caspian Sea.

It is included in a British Petroleum-Statoil group that will hold 20 per cent of the western involvement - expected to be 50 per cent of the joint venture.

The company also bought out its minority partner in Ramco Carlisle, which produces containerised pipe-coating plants.

Turnover slipped from £2.5m to £1.5m in the first half of 1990 and earnings per share fell to 0.94p (1.89p).

COMPANY NEWS IN BRIEF

BOXMORE INTERNATIONAL has acquired the European Airpak business from Air Products. Boxmore announced the acquisition of the UK Airpak operations on August 1 and will pay over £2m cash for both the UK and European businesses.

BROMSGROVE INDUSTRIES is buying Jacques Cable Systems, a supplier of safety products, for an initial £3m and a further maximum profit-related payment of £750,000. Jacques reported profits of £116,000 on turnover of £3.7m in 1990.

MACARTHY: As at September 27, Lloyds Chemists owned, or had valid acceptances for 17.8m ordinary (65 per cent); 360,500 5.5 per cent preference (87.2 per cent); and 239,400 6 per cent preference (89.8 per cent).

Offers extended to October 11.

SALE TILNEY has agreed to sell RL Stott (10m), its Isle of Man stockbroking subsidiary, to Brown Shipley Manx Holdings. Consideration is £235,000 cash before adjusting for certain cash balances held by Stott. Sale bought Stott for £3.4m in 1988 with the intention of expanding its financial services division; benefits anticipated did not materialise because of 1987 stock market crash and a significant downturn in activity following the acquisition.

SUTER has sold Hindle Hamer, trading under the name of Hamer Judd International, to the JM Huber Corporation of New Jersey. Consideration for Hamer, which makes industrial valves, comprises an initial £2.4m with further pay-

ments up to an overall \$3m.

TANJONG TIN Dredging has called EGM for October 23 to approve acquisition of PMP, rights and public issues, and sale of Tanjong Tin Dredging (Malaysia). If proposals not implemented group will show a loss for 1991 - for first half loss is £38,000 (profit £5,000).

WELPAC is buying Merchant Pre-Packs and its sister company Atlantic Hardware for a total of about £335,000, satisfied by the issue of 1.53m shares and approximately £50,000 cash. Welpac is also raising £223,000 by way of a placing of 1.31m shares to cover the acquisition expenses and working capital.

WILLIAMS HOLDINGS has confirmed the purchase of Fire Eye, the US fire protection arm of Rockwell, for \$60m (£34m).

£0.5m loss at Allied Partnership

ALLIED PARTNERSHIP Group went sharply into reverse in the six months to June 30 with a pre-tax loss of £487,000 compared with profits of £2.42m in the corresponding period. Turnover fell from £57.9m to £23.6m.

Mr Martin Rose, chairman and chief executive of the environmental contracting company, said that although the figures reflected the impact of the continued recession and the exceptionally difficult trading conditions, considerable action had been taken to reposition the group.

Costs, which were reduced by more than £3m in 1990, had been reduced by a further £1m, and work on divesting the remaining peripheral activities continued. The £7.4m raised by the placing and open offer in July has strengthened the balance sheet.

Losses per share were 0.39p (2.31p earnings) after a tax credit of £192,000 (£646,000 charge); the interim dividend is halved to 0.5p.

There was an extraordinary loss of £1.39m, the majority of which - £1.12m - was attributed to the continued reconstruction at United Forktrucks.

Finlay Packaging returns to black

Belfast-based Finlay Packaging returned to the black with pre-tax profits of £208,000 for the six months to June 30. These compared with losses of £243,000, incurred as a result of a £368,000 deficit at Olympic Containers, the Stockport-based subsidiary which is now closed.

Turnover fell to £4.77m (£5.88m), though if last time's Olympic contribution is stripped out, there was a £201,000 rise. Earnings emerged at 1.85p (losses 2.53p) and the interim dividend is unchanged at 0.75p.

There was an extraordinary loss of £1.39m, the majority of which - £1.12m - was attributed to the continued reconstruction at United Forktrucks.

Exploration Co and El Oro Mining

Reduced first half profits were reported by El Oro Mining and Exploration, the investment dealing group.

The taxable outcome for the six months to end-June amounted to £1.09m, down from £1.34m in the comparable half of 1990. Earnings per stock unit emerged at 16.5p (19.58p).

Meanwhile, The Exploration Company saw static profits of £1.34m pre-tax over the same period for earnings of 7.57p (7.86p) per stock unit.

Mr Michael Woodbine Parish, the financier who chairs both companies, said that the second half had got off to a "fair start".

Interest knocks High-Point back

After higher interest charges, pre-tax profits at High-Point, the consulting engineer and project manager which does nearly half its business with governmental bodies, fell from £2.52m to £1.74m in the year to May 31.

Mr Ian Reeves, chairman, said that the results should be "viewed against the background of the worst construction industry recession for 40 years". Turnover was up nearly 10 per cent at £58.7m (£53.7m) and operating profits were broadly maintained at £4.28m (£4.34m). This, said Mr Reeves, was in spite of substantial losses in Rental Science & Environment and in the US operations.

Interest charges increased to £2.54m (£1.96m). Earnings declined to 24.4p (33.7p) per share and an unchanged final dividend of 4.95p is proposed for a maintained total of 7.5p.

Ind Comm & Data progress continues

Recorded sales of International Communication & Data showed little change over the six months to August 31, but there was a return to profits with £404,000 pre-tax against a corresponding loss of £23,000. Turnover rose to £2.97m (£3.08m). The results included a contribution of £33,000 from Limebrook Computer, trading as Lindor, which was acquired in August.

In the second half of last year the interim loss was wiped out and a profit of £590,000 recorded for the year overall.

Directors were pleased at the continued progress in the restoration of profitability. They anticipated further progress in the second half.

The reduction in the share premium account passed at the AGM had paved the way to pay dividends in the future, subject to an application to the High Court being granted.

Earnings per share were 0.39p, against losses of 0.23p last time and earnings of 2.28p for the whole of last year.

EDUCATION FOR INDUSTRY

The FT proposes to publish this survey on 24 October 1991

It will be of particular interest to the 76% of senior businessmen responsible for training and personnel who are regular FT readers. If you want to reach this important audience, call

Sara Mason on
071 873 3349
or fax 071 873 3064.

FT SURVEYS

THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF HOLDERS OF BONDS. IF HOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD CONSULT AN INDEPENDENT FINANCIAL ADVISER AUTHORIZED UNDER THE FINANCIAL SERVICES ACT 1986 WITHOUT DELAY

ASDA FINANCE LIMITED

(the "Issuer")

£73,000,000

10 3/4 per cent.

Convertible Capital Bonds 2005

(the "Bonds")

Guaranteed on a subordinated basis by

ASDA GROUP PLC

Adjustment to Exchange Price

On 30th September, 1991 Asda Group plc announced its proposal for the issue of new ordinary shares by way of rights to ordinary shareholders on the register at the close of business on 9th October, 1991 at a price of 45p per share on the basis of 9 new ordinary shares for every 10 ordinary shares held (the "rights issue").

NOTICE IS HEREBY GIVEN to holders of the bonds (the "Bondholders") that the price at which the 2 per cent (net) Exchangeable Redeemable Preference Shares 2005 in the Issuer (which are issued to Bondholders on conversion of the Bonds) are exchangeable for ordinary shares in Asda Group plc (the "Exchange Price") is expected, subject to the rights issue becoming unconditional, to be adjusted in the manner provided in the Articles of Association of the Issuer on and with effect from Wednesday, 16th October, 1991.

The adjusted Exchange Price will be calculated using the following formula:-
Adjusted Exchange Price (pence) = 125 x (A + B)

Where: A represents the number of ordinary shares in Asda Group plc in issue on 30th September, 1991; B represents the number of ordinary shares in Asda Group plc which the aggregate gross proceeds of the rights issue could purchase at 61 pence (the "Market Price") (being the average closing price of Asda Group plc ordinary shares on the London Stock Exchange on the five consecutive business days preceding the announcement of the rights issue); and C represents the number of ordinary shares in Asda Group plc offered for subscription by way of rights.

A Bondholder delivering his Bond in order to exercise his conversion and exchange rights on or before 8th October, 1991 will qualify for the rights issue in respect of the ordinary shares issued on such exercise. A Bondholder delivering his Bond in order to exercise his conversion and exchange rights on or after 8th October, 1991 will not qualify for the rights issue in respect of the ordinary shares issued on such exercise. However, once any adjustment to the Exchange Price has become effective, a Bondholder who has delivered his Bond in order to exercise his conversion and exchange rights in the period after 8th October, 1991 and before such adjustment takes effect will be entitled to receive such additional ordinary shares as he would have received had he exercised his conversion and exchange rights at the adjusted Exchange Price. Conversion and exchange rights exercised by delivery of Bonds on or after 16th October, 1991 will take effect at the adjusted Exchange Price.

It is expected that Notice will be given to Bondholders on 17th October, 1991 of the appropriate adjustment to the Exchange Price arising from the rights issue.

Issued by
S. G. Warburg & Co. Ltd.
a member of the SFA
on behalf of Asda Group plc
Date: 1st October, 1991

URBAN DEVELOPMENT

The FT proposes to publish this survey on

November 11 1991.

The FT is read by 47% of Chief Executives of Europe's largest companies who expect their spending on premises/industrial sites to increase. As the FT is also the leading daily publication for reaching relevant decision makers in the UK, the survey will be of vital importance as an advertisement medium. To receive the editorial synopsis and advertisement details, contact:

Ruth Placombe
Financial Times
Alexandra Buildings,
Queen Street,
Manchester M2 5HT
Tel: 061 834 9381
Fax: 061 832 9248

Data source: Chief Executives in Europe 1990 BANC Property Decision Makers 1990

FT SURVEYS

BANESTO FINANCE LIMITED

USD 200,000,000 Subordinated

Floating Rate Notes due 1994

In accordance with the terms and conditions of the notes, notice is hereby given that for the three months period from September 30, 1991 to December 31, 1991 the notes will carry an interest rate of 8.20% (including the margin of 0.70%). The coupon amount so calculated will be USD 15,844.44 for USD 1,000,000 denomination notes. Banque Generale de Luxembourg S.A. Reference Agent

NIPPON STEEL INTERNATIONAL FINANCE PLC

USD \$12,000,000

Floating Rate Notes 1992

Interest Period: 30th September, 1991 to 31st December, 1991
Interest Rate: 8.10% per annum
Interest Payment Date: 31st December, 1991
per US \$1,000,000 face US \$1,598.88
Nippon Credit International Limited
London
Agent Bank
1st October, 1991

U.S. \$400,000,000

BankAmerica Corporation

Floating Rate Subordinated Capital Notes Due 1996

(originally issued by)

BankAmerica Overseas Finance Corporation N.V.

Interest Rate: 5.625% per annum

Interest Payment Date: 31st December 1991

Interest Amount per U.S. \$50,000 Note: U.S. \$718.75

Credit Suisse First Boston Limited Agent

Kleinwort Benson

Kleinwort Benson Private Bank is pleased to announce that

with effect from 1st October 1991 the Mortgage Management

Account interest rate will reduce to 11.35% per annum, the

mortgage base rate will be 11.45% per annum. The mortgage

base rate applicable to clients of Clerical Medical Investment

Group mortgage schemes will also be 11.45% per annum.

Nationwide

£300,000,000

Floating Rate Notes

Due 1996

(Second Series)

(Issued by Nationwide Building Society)

Interest Rate: 10.7675% per annum

Interest Period: 30th September, 1991 to 31st October, 1991

Interest Amount per £5,000 Note due 31st October, 1991: £45.72

Interest Amount per £50,000 Note due 31st October, 1991: £457.25

Agent Bank: Baring Brothers & Co., Limited

4 3/4% Convertible Bond loan

1983 due 1993

originally amounting to

Dfls. 100,000,000

The undersigned, trustee for

abovementioned loan, here-

with announces that due to the

free distribution of new shares

of common stock of the

company, the conversion price

has been adjusted into

Jap. Yen 1,829.90 per share of

common stock of the company

effective as from October 21,

1991, inclusive.

Amsterdam, September 26, 1991

DE TWENTSCHE TRUST-

MAATSCHAPPIJ N.V.

Prices for quarterly determined for the

purpose of the electricity pooling and

in England and Wales.

Purchased Price for Pool Price for Trading

12th Year

1990

1991

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1993

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COMMODITIES AND AGRICULTURE

Soviet revelations boost gold price

By Kenneth Gooding, Mining Correspondent

THE GOLD price rose strongly yesterday afternoon as the market absorbed the implications of details about the former Soviet Union's reserves and production given by Mr Grigory Yavlinsky, a leading economist. His revelations were "a little short of sensational, but only a little short," said one analyst.

Another commented: "This could produce a major change in the way the gold market looks at the Soviets."

Mr Yavlinsky, who is drawing up plans to transform the former Soviet Union into a market economy and also is drafting an agreement for an economic union to embrace all 15 former Soviet republics, implied in a television interview that there were no big stocks of gold to help the republics out of their economic difficulties.

He said the Soviet Union had sold vast quantities of gold last year, cutting its reserves to about 240 tonnes which was approximately the present

annual rate of production. Mr Yavlinsky added: "Over one year we cut our gold reserves by more than two thirds. We have pawned 110 tonnes of gold. We are unable to redeem it and it stays over there (outside the former Soviet Union)."

Analysts, who are frequently sceptical about anecdotal statistical information from Soviets, pointed out that Mr Yavlinsky had the reputation of being an honest and straight forward man. He was not a politician and had no particular axe to grind. "He has seen some numbers, maybe not all the numbers, and called it as he sees it," said one.

Mr Philip Klapwijk of the Gold Fields Mineral Services consultancy group said the production figure given seemed "reasonable". The gold reserves total was "remarkably low but not inconceivable." He pointed out that the 240 tonnes in reserves referred to by Mr Yavlinsky obviously were those held by the Ministry of Finance.

The Soviets also had 375.4 tonnes held by the State Bank (Gosbank). Mr Alexandre Doumoulin, deputy managing director of the international monetary and economic department of Gosbank, has given this figure twice recently but insisted at the same time that the fact that the Soviets seemed to have no big stocks of gold to pour into an unwelcome market was one more factor pointing to higher prices. Added to other factors such as falling gold production and the lack of incentive for producers to sell forward, this indicated "the gold price has only one way to go - up".

While the European markets remained unconvinced, operators in New York agreed with Mr Coulson and pushed the price up sharply yesterday to about \$356 a troy ounce in early trading. This influenced late activity in London where the gold price closed last night at \$354.55 an ounce, up \$5.40 from Friday's close.

Mr Michael Coulson, analyst with the Durlacher West financial services group, suggested that the fact that the Soviets seemed to have no big stocks of gold to pour into an unwelcome market was one more factor pointing to higher prices. Added to other factors such as falling gold production and the lack of incentive for producers to sell forward, this indicated "the gold price has only one way to go - up".

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Delegates pleased by 'positive' coffee talks

By David Blackwell

DELEGATES to the International Coffee Organisation left last week's talks in optimistic mood although world market prices were tumbling.

The decline continued yesterday, taking London's November robusta contracts down \$34 to a 16-year low of \$437 a tonne. New York arabica were down 3.35 cents at \$2.35 cents a lb in late trading after falling more than 3.5 cents on Friday. This was not so much because the coffee talks had failed to come up with any concrete way of boosting the market but because of weekend showers and forecast rain in Brazil's coffee growing areas.

The coffee organisation has decided to take the route chosen by the International Cocoa Organisation last June and set up a working group to study possible ways forward. At the same time, the agreement, which has operated without economic clauses since July 1989, has been extended by a year to September 1993.

Mr Robert van Schaagen, the consumer spokesman, said the mood of the meeting was much more positive than it had been for some time. "We are relieved that at least we have made some progress and the coffee organisation is still intact," Mr Valdemar Carneiro

Leao of the Brazilian delegation said. "Basically it is a very good compromise. Most people left the room with a feeling that we had achieved something."

Brazil came to the talks armed with a plan originally thought up by Colombia to implement a scheme through which exporters would retain 10 per cent of their production. However, this proved totally unacceptable to the US, the biggest consumer, which warned that such a scheme would kill off the coffee pact.

Both sides appear to have made concessions in coming to the final resolution, recognising that "the continuation of the present market situation, with real prices of coffee at their lowest levels since the 1930s, is having a highly damaging impact on the economies of the coffee producing countries and is jeopardising future prospects for maintaining production and quality."

The working group will first meet in December, and will be expected to bring forward proposals to the next ICO council meeting in April. But analysts say the ICO is not now likely to have any effect on coffee prices for at least another two years - the length of time that it would take to implement a new agreement with economic provisions.

Brewing fresh attitudes among the oast-houses

Hop growers learn to live without their monopoly

TIME WAS when conventional arable farmers like me hoped our daughters would marry hop farmers. Growing hops, or so we believed, was the farming equivalent of owning a TV franchise. Today, both activities are a little less secure.

It is, indeed, salutary to note that although the UK hop industry is comparatively small, with the country's less than 400 growers almost exclusively situated in Kent and the West Midlands, it provides an object lesson for other important sectors of agriculture that they would do well to consider as they contemplate their own future.

Like milk, potatoes, and a few other farm commodities, hops were, in the 1930s, provided with a marketing board. And the Hop Marketing Board had even more statutory powers than the rest. It controlled the acreage, regulating supply to demand. It bought all the hops grown in the UK and sold them to the brewers at prices it was able to dictate.

It was able virtually to guarantee substantial profits for growers who operated within a closed shop. Almost inevitably, however, complacency crept into the management of the organisation. Opportunities to expand the industry by exporting were not taken; other countries, notably Germany and the US, grabbed most of the international trade that was going, developing new technology as they did so. British brewers began buying more of their requirements overseas.

It came as little surprise, therefore, when the European Community's antagonism to UK marketing boards reached one of its many crisis points in the late 1970s, that the British Government agreed to sacrifice the Hop Marketing Board.

So in 1988 the Hop Marketing Board ceased operations. By way of partial compensation, however, the EC decreed that so long as hop growers continued to market their hops through a co-operative, they would qualify for subsidies based on the acreage grown. It is a policy now being more widely adopted for crops such as leeks and oil seed rape and the MacSharry proposals for CAP reform foreshadow a similar system of support for cereals, milk and a number of other commodities.

In short, policies for hops were ahead of their time. Currently, EC aid to hop growers is between £230 and £250 a hectare, depending on the variety and type - there are two types of hop, one to add aroma to the brew and the other to give it a bitter taste.

This EC aid, however, is small beer beside the value of the crop. Growers, in fact, need

to gross between £7,000 and £8,000 a year per hectare to show a profit against the high costs of production and harvesting. Quite apart from the labour-intensive variable costs of fertilisers, chemicals, pruning, training, cutting and separating the hop cones from the trash, all of which can add up to £3,000 per hectare, there are also 15-foot poles every few metres and a wire framework on top of them to which the hop plants are trained to grow.

This complicated structure can cost £12,000 to £13,000 to construct for every hectare grown. Admittedly, it should last 15 years or more if properly

erected but not without expensive annual maintenance. Hops, therefore, are not a crop to be undertaken lightly. Moreover, although labour requirements are now only about one-fifth per hectare of what they were in the days before mechanised picking, it is no accident that most hops are still grown in areas where apples are also produced and where it is traditional to employ large numbers of manual labourers.

Since the board's abolition the industry has suffered a shake-out. Forced to co-operate to qualify for EC aid, growers formed themselves into a handful of organisations. It was not the best of reasons for working together and some have had a difficult time since. The biggest of these is English Hop Products, which was the direct descendant of the board and took over its warehouses and offices at Paddock Wood, in Kent.

It, too, had a chequered early history, experiencing problems in adjusting from the old monopoly structure. Now, however, following changes of both management and board, it appears to have completed the transition to private operation. When I visited Paddock Wood a few days ago I was told that overheads had been halved since the early 1980s and that the number of snouts in the trough had been reduced.

In the old days apparently, hops were a purely male factor; he, in turn, sold them to the board. The board then used a merchant to sell raw or processed hops to the

end-user, the brewer. Today, growers sell direct to the co-operative and it (usually) deals direct with the brewer. Clearly, however, a few outdated practices have survived and need to be rooted out.

English Hop Products has also developed new processes to improve the efficiency of brewing and the attractiveness of the UK product to buyers both here and abroad. In other words, it is behaving as any competitive company should; a sea-change from the old days of the marketing board.

However, the weather has prevented hop growers from benefiting from this new, more efficient marketing structure. For the five years to 1990, yields of UK hops were almost universally bad and profits throughout the period were poor or non-existent.

This year the situation is different. The harvesting gangs that have been working for the last three weeks in hop gardens in Kent and hop yards in the West Midlands (I have no idea why they call them by different names in different parts of the country) have gathered the best crop for a decade.

So good was the yield, in fact, that there was a danger that prices might be depressed. That was until the main warehouse at English Hop Products premises at Paddock Wood suffered a fire about 10 days ago. By that time, about 10 per cent of this year's hop crop had been stored there and it seems likely that either because they have been burned or because they have been contaminated by smoke, they will not be usable for brewing.

Paradoxically, therefore, a potential disaster (there were no casualties) may stabilise hop prices and ensure growers good profits for the first time in six years.

But it is not all good news for hop growers. The costs at this time of year, they are steaming at two substantial increases in the price of beer this year. Beer sales, they point out, are already 5-6 per cent down on last year as a result of over-pricing. They see this as a long-term threat to demand for their product, for which there is no other market.

They are even more angry when they hear brewers attempting to justify such increases on rises in the costs of raw materials. According to Mr David Gardner, the top technical man at English Hop Products, the total cost of raw materials used in making beer, including barley, yeast and hops, currently amounts to less than 1.5 pence a pint. So how do brewers demand increases of 1.8 pence a pint this year alone? For one, would be interested to know.

Farmer's Viewpoint

By David Richardson

Zairean metal output hit

FOREIGN MINERWORKERS evacuated from southern Zaire's production at Gécamines, the state-run mining company, has been seriously affected following last week's violence by mutinous soldiers, writes By Mike Hall in Lusaka.

Mr Patrick Kippeba, a French engineer for the Societe Generale des Carrieres et des Mines, said: "All the mines and metallurgical operations have slowed down to less than 50

per cent of capacity."

Gécamines is the world's biggest producer of cobalt, and the third largest producer of copper. The company's exports, which include diamonds and other minerals, account for about 75 per cent of Zaire's foreign exchange earnings.

Mr George Lox, another Gécamines engineer, said the mines at Kolwezi, where he had worked, had been completely closed down.

Canadian tin mine to close

NORTH AMERICA's only tin mine will close next January when Rio Algom, the Canadian subsidiary of British mining group RTZ, ends operations at its East Kempville property in Nova Scotia, writes Bernard Simon in Toronto.

Rio Algom blamed low tin prices and the buoyant Canadian dollar for the shutdown of the six-year-old mine, which has been plagued throughout its brief life by technical and

financial problems. A company official held out little hope of the mine reopening. "If there was a chance of reopening it, we would have gone for a temporary closure," he said. The shutdown will cost 220 jobs.

East Kempville produced 4,035 tonnes of tin in 1990. Output this year will be slightly higher following the installation of a flotation system to recover fine particles of ore.

Plans outlined for remodelled cocoa pact

By Lim Siong Hoon in Kuala Lumpur

WITH COCOA prices now widely expected to rise over the next few years, the Malaysians and the French have found common ground in initiatives aimed at establishing a new price-stabilising international agreement.

A proposal from Merkuria-Suoden, a subsidiary of Sucres et Denrées, the big French trade house, has advocated a pact modelled on the International Natural Rubber Agreement (in which Malaysia is a leading member), but the Malaysians plan also unveiled at a conference that ended on Friday in Kuala Lumpur, went further. It contained three main elements:

- Halting the expansion of cocoa cultivation until prices recover sufficiently. The suggested benchmark was \$2,256 a tonne, the median price of the moribund International Cocoa Agreement, and nearly \$1,000 above the ruling world market level;
- Establishing a network of national stockpiles managed by a central authority com-

prised of producers only. ● Creating a joint producer-consumer programme for the disposal of stocks, for instance, as announced in London last week, in which the world's cocoa stocks would remain "mothballed" at prices below \$1,870, the lower intervention price, at which buffer stock purchases were triggered before the agreement ran out of cash.

Though Mr Lim said he was merely "thinking aloud", his "proposition" clearly outlined Malaysia's position for its backing of any future agreement - the country is not a member of the present pact. He has ruled out using export quotas.

The Malaysian plan calls for, without insisting on, financial support from consumers or from the International Monetary Fund - a proposal that would indirectly involve the US in an agreement.

Mr Martin Stain-Schoas, of Merkuria-Suoden, noted in her paper that the existing agreement suffered from the absence of participation by the US, the largest consuming

country, as well as the absence of financial contributions from other consumers.

Malaysia's plan omitted details of how financing would be shared if stockpiles were dispersed rather than pooled. Mr Lim thought that "national stocks could be self-financing through rising prices". The plan suggested no changes to the existing buffer stock price intervention range.

Various forecasts are pointing to a decade of higher growth in cocoa consumption than in production, shrinking stockpiles and rising prices.

Forecasts by Mr Merrill Bateman, president of Commodity Information of the US, and E.D. & F. Man, London-based commodity broker, were agreed that the stock ratio would begin falling during the decade from its 1990-91 peak of 67 per cent of annual consumption.

Given 1991-92 consumption of 2,470 tonnes, the production deficit for the coming season would be expected at between 30,000 and 120,000 tonnes, the

latest estimate being the more likely because of lower rainfall around the Pacific, according to Mr Bateman.

Even if the weather was favourable, consumption growth would exceed production growth by between 2 and 4 percentage points over the next three years, forecasters expected. By October 1995, the build-up in the production deficit would remove nearly 400,000 tonnes from the existing world stockpile, estimated at 1.55m tonnes by the International Cocoa Organisation and at 1.63m tonnes by Sucres.

"For the grower who can maintain his plantation through the next few years, the outlook must be brighter from the 1992-93 season on," said Mr D. Huihin, of E.D. & F. Man.

In poor weather, depletion of the existing stockpile could reach an extraordinary pace, losing nearly 400,000 tonnes within two years, according to Mr Bateman's forecast. Prices could jump to almost \$1,700 a tonne, a level last seen six years ago.

WORLD COMMODITIES PRICES

MARKET REPORT

Copper prices closed down on the LME yesterday and the premium for cash metal disappeared. Dealers said the market was less concerned about unrest in Zaire, as short-term disruption would have no impact on the physical sector. Also, if a power-sharing agreement between Zaire's President Mobutu and opposition parties reduced violence, then metal production might be restarted. Aluminium was also down, although the price steadied in the afternoon. Traders said dealer buying and short-covering, possibly related to reports of consumer interest, had given the market a relatively stable appearance after it had

been under pressure for most of the morning from a continuation of the widespread selling prompted by the world's aluminium oversupply. Today's LME stocks figures are expected show metal still pouring into warehouses from the Soviet Union and South America which will result in a rise of 10,000 to 20,000 tonnes in the near future. In contrast, tin prices rose on news that the RTZ mine in Nova Scotia was closing. However, three-month metal closed below expected resistance at \$5,700 a tonne. In Chicago wheat was holding strong gains at midday on short-covering ahead of the USDA grain stocks report.

Compiled from Reuters

London Markets

SPOT MARKETS
Crude oil (per barrel FOB) + or -
Dubai \$18.15-18.25 +1.25
Brent Blend (detailed) \$21.40-1.50 +0.10
Brent Blend (Nov) \$21.00-0.10 -1.25
W.T.I. (1st oil) \$22.25-2.30 -0.15

White Sugar - London FOX (\$ per tonne)
Raw Close Previous High/Low
Dec 218.00 218.00 218.00 209.00
Jan 191.00 191.00 191.00 189.00
Mar 181.40 181.40 181.40 180.40
May 182.40 182.40 182.40 180.40
Aug 200.00 196.80 192.00 -

White Sugar - London FOX (\$ per tonne)
Dec 261.5 261.5 261.5 260.0
Jan 264.5 264.5 264.5 261.1
Mar 263.5 263.5 263.5 261.1
May 263.5 263.5 263.5 261.1
Aug 263.5 263.5 263.5 261.1
Turnover: Raw 545 (411) lots of 50 tonnes.
White 2518 (708) lots of 50 tonnes.
Paris: White (FFP per tonne): Dec 1822.08, Mar 1848.22.

CRUDE OIL - IPE (\$/barrel)
Close Previous High/Low
Nov 21.08 21.17 21.18 21.00
Dec 20.95 21.00 21.00 20.82
Jan 20.71 20.71 20.71 20.64
Feb 20.46 20.50 20.55 20.64
Mar 20.26 20.26 20.26 20.26
Apr 20.02 20.05 20.05 20.05
IPE Index 20.95 20.73

CRUDE OIL - IPE (\$/barrel)
Close Previous High/Low
Nov 20.75 20.10 20.25 20.10
Dec 20.50 20.50 20.50 20.30
Jan 20.70 20.50 20.75 20.50
Feb 20.50 20.25 20.50 20.25
Mar 20.50 20.50 20.50 20.50
Apr 20.50 20.50 20.50 20.50
Turnover 10982 (11522) lots of 100 tonnes

YEA
New season's Assams met improved demand particularly for quality tea and colour mediums reports the Tea Broker's Association. Planners found a weak feature with quite substantial withdrawals. Bright liquoring East Africans sold at firm to dealer rates. Central Africans attracted fair competition and brighter shows showed little change in rates. The limited selection of ceylon tea realised generally lower levels. The highest price realised this week was 24p for two Assam pekoe fannings. Questionnaire weekly 200p/100 medium 110p/100 low medium 75p/100

POTATOES - London FOX (£/tonne)
Close Previous High/Low
Dec 82.0 81.0 81.0
Jan 72.0 72.4 72.4 125.9
Turnover 266 (251) lots of 20 tonnes.

SOYABEAN - London FOX (£/tonne)
Close Previous High/Low
Dec 135.0 134.0 135.0
Jan 135.0 134.0 135.0
Turnover 35 (5) lots of 20 tonnes.

FRUGHT - London FOX (\$/100lb point)
Close Previous High/Low
Dec 1642 1640 1650 1640
Jan 1715 1707 1710 1711
Apr 1715 1710 1720 1711
Jul 1495 1480 1490
Sep 1524 1524
Turnover 125 (212)

GRAINS - London FOX (£/tonne)
Close Previous High/Low
Nov 117.50 117.25 117.45 117.00
Dec 120.60 120.65 120.75 120.50
Jan 122.55 122.80 123.45 123.50
Apr 126.50 126.50 126.50
May 126.50 126.50 126.50
Turnover 118 (120), Barley 53 (70).
Turnover lots of 100 tonnes.

PODS - London FOX (£/cwt Settlement) p/b
Close Previous High/Low
Nov 104.0 103.0 104.0
Dec 102.5 102.5 102.5
Jan 102.5 102.5 102.5
Apr 102.5 102.5 102.5
May 110.0 106.5 106.5
Turnover 27 (80) lots of 3,250 kg

MOBE - London FOX (£/cwt)
Close Prev. High Low Vol
Index 134.85 134.89 136.50 136.50 70
Dec 135.50 135.00 136.50 137.00 10
Jan 137.00 136.50 137.00 137.00 10

| COCOA - London FOX | | | | |
|--------------------|-------|----------|----------|---------|
| | Close | Previous | High/Low | £/tonne |
| Sep | 707 | 718 | 707 705 | |
| Dec | 748 | 748 | 746 736 | |
| Mar | 784 | 784 | 784 774 | |
| May | 805 | 803 | 805 795 | |
| Jul | 827 | 824 | 821 817 | |
| Sep | 845 | 845 | 845 835 | |
| Dec | 869 | 868 | 868 861 | |
| Mar | 893 | 895 | 893 885 | |

Turnover: 3614 (4614) lots of 10 tonnes
ICO indicator prices (\$/100 lb 10 day average)
Sep 27 940.00
Dec 27 950.4 (950.21)

| COFFEE - London FOX | | | | |
|---------------------|-------|----------|----------|---------|
| | Close | Previous | High/Low | £/tonne |
| Sep | 487 | 493 | 500 480 | |
| Nov | 487 | 521 | 510 480 | |
| Jan | 528 | 542 | 534 500 | |
| Mar | 568 | 569 | 568 561 | |

Turnover: 8211 (1522) lots of 5 tonnes
ICO indicator prices (US cents per pound)
Sep 27 27.00
Dec 27 27.00 (27.00)

| POTATOES - London FOX | | | | |
|-----------------------|-------|----------|------------|---------|
| | Close | Previous | High/Low | £/tonne |
| Dec | 82.0 | 81.0 | 81.0 | |
| Jan | 72.0 | 72.4 | 72.4 125.9 | |

| SOYABEAN - London FOX | | | | |
|-----------------------|-------|----------|----------|---------|
| | Close | Previous | High/Low | £/tonne |
| Dec | 135.0 | 134.0 | 135.0 | |
| Jan | 135.0 | 134.0 | 135.0 | |

| FRUGHT - London FOX | | | | |
|---------------------|-------|----------|-----------|----------------|
| | Close | Previous | High/Low | \$/100lb point |
| Dec | 1642 | 1640 | 1650 1640 | |
| Jan | 1715 | 1707 | 1710 1711 | |
| Apr | 1715 | 1710 | 1720 1711 | |
| Jul | 1495 | 1480 | 1490 | |
| Sep | 1524 | 1524 | | |

| GRAINS - London FOX | | | | |
|---------------------|--------|----------|---------------|---------|
| | Close | Previous | High/Low | £/tonne |
| Nov | 117.50 | 117.25 | 117.45 117.00 | |
| Dec | 120.60 | 120.65 | 120.75 120.50 | |
| Jan | 122.55 | 122.80 | 123.45 123.50 | |
| Apr | 126.50 | 126.50 | 126.50 | |
| May | 126.50 | 126.50 | 126.50 | |

| PODS - London FOX | | | | |
|-------------------|-------|----------|----------|-----------------------|
| | Close | Previous | High/Low | \$/cwt Settlement p/b |
| Nov | 104.0 | 103.0 | 104.0 | |
| Dec | 102.5 | 102.5 | 102.5 | |
| Jan | 102.5 | 102.5 | 102.5 | |
| Apr | 102.5 | 102.5 | 102.5 | |
| May | 110.0 | 106.5 | 106.5 | |

| LONDON METAL EXCHANGE | | | | (Prices supplied by Amalgamated Metal Trading) | | |
|---|---------|-----------|-----------|--|------------|----------------------------------|
| | Close | Previous | High/Low | AM Official | Kerb close | Open interest |
| Aluminium, 99.7% purity (\$ per tonne) | | | | | | Total daily turnover 27,057 lots |
| Cash | 1155.56 | 1161.3 | 1150 | 1148.51 | | |
| 3 months | 1154.65 | 1190.2 | 1152/1177 | 1179.80 | 1181.2 | 118,463 lots |
| Copper, Grade A (\$ per tonne) | | | | | | Total daily turnover 27,173 lots |
| Cash | 1333.34 | 1349.50 | 1349/1328 | 1348.5-49.5 | | |
| 3 months | 1338.65 | 1347.48 | 1348/1332 | 1345.5-5 | 1331.6-82 | 111,402 lots |
| Lead (\$ per tonne) | | | | | | Total daily turnover 2,252 lots |
| Cash | 3183.11 | 3195.1-5 | 3193/311 | 3193-313.5 | | |
| 3 months | 3193.25 | 320.5-1.0 | 3205/318 | 3183.3-9 | 319.9 | 12,845 lots |
| Nickel (\$ per tonne) | | | | | | Total daily turnover 3,312 lots |
| Cash | 7480.90 | 7480.500 | 7480/7450 | 7480.40 | | |
| 3 months | 7520.25 | 7538.40 | 7559/7475 | 7480.90 | 7526.35 | 38,768 lots |
| Tin (\$ per tonne) | | | | | | Total daily turnover 1,586 lots |
| Cash | 5620.30 | 5540.45 | 5630 | 5633.35 | | |
| 3 months | 5672.80 | 5625.10 | 5680/5620 | 5670.75 | 5675.80 | 5,704 lots |
| Zinc, Special High Grade (\$ per tonne) | | | | | | Total daily turnover 7,212 lots |
| Cash | 1014.15 | 1017.18 | 1016 | 1016-6.5 | | |
| 3 months | 1033.34 | 1037.8 | 1036/1030 | 1035.6-5 | 1029.30 | 20,845 lots |

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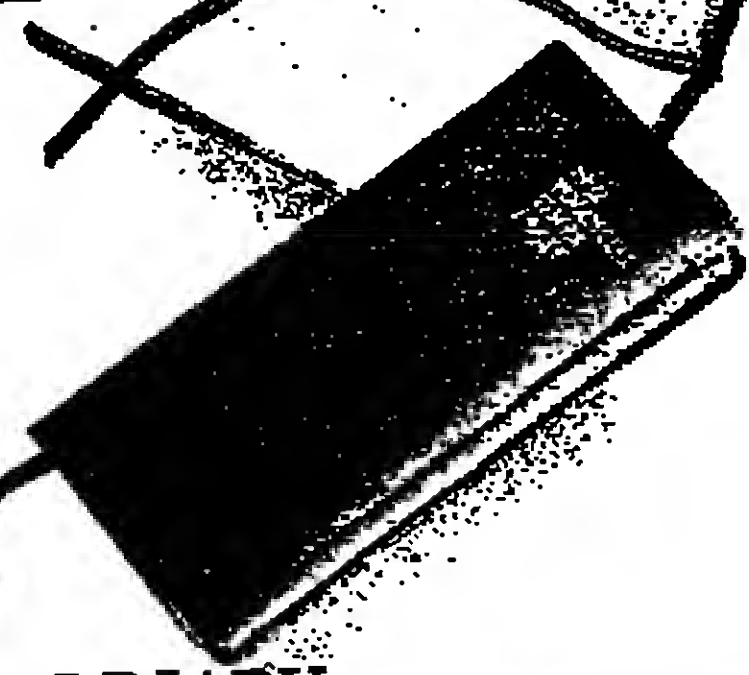
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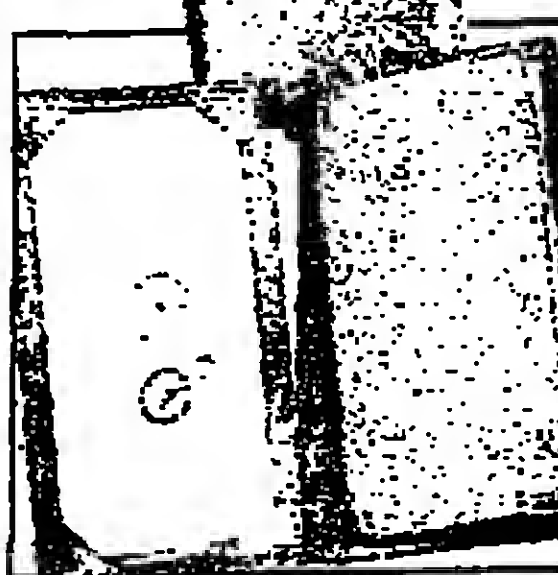
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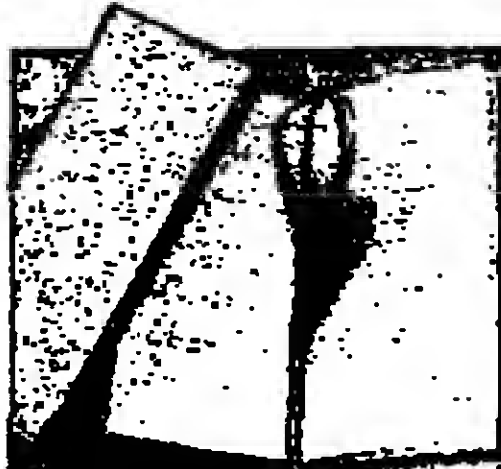


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| Wallet Diary | WD | | 21.91 | | 19.10 | | 18.80 | | 19.50 |
| Wicket Diary | WL | | 25.32 | | 21.80 | | 21.70 | | 22.15 |
| Burgundy (to fit PL + PC) | WB | | 25.32 | | 21.80 | | 21.70 | | 22.15 |
| Black (to fit PP) | WP | | 27.91 | | 24.05 | | 23.90 | | 24.40 |
| PERSONAL ORGANISERS | | | | | | | | | |
| Personal Organiser, black leather | POL | | 48.00 | | 43.10 | | 41.80 | | 44.90 |
| Personal Organiser, burgundy leather | POB | | 48.00 | | 43.10 | | 41.80 | | 44.90 |
| PERSONALISATION | | | | | | | | | |
| Initials only (up to 4 characters) | I | | 2.47 | | 2.10 | | 2.10 | | 2.10 |
| Names (up to 20 characters) | ISN | | 4.41 | | 3.75 | | 3.75 | | 3.75 |
| TOTAL £ | | | | | | | | | |

All prices shown are inclusive of postage and packing. Please attach any notes and/or surcharge details on a separate sheet.

*The Chairman's Set consists of two items, therefore the personalisation charge is double.

*The term "bonded" refers to bonded leather here.

HOW TO PAY.

- BY PHONE.** You can pay by credit card by placing your order on our Credit Card Order Line 071-799 2274.
 If you wish to pay by credit card you can fax this order to us on our Credit Card Fax Order Line 071-799 2268.
BY FAX. Return this order form with your payment to the address given above.
BY MAIL. Payment must accompany your order and cheques should be drawn on a UK bank account made payable to FT Business Information Ltd.

Tick Method of payment: ☐ Access ☐ Visa ☐ Amex ☐ Money Order ☐

Card No. _____
 (If the billing address differs from the above, please notify us)

Expiry Date: _____
 (Please complete as your order may be returned if expiry date is not shown)

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Telephone orders for less than 25 items: **071-799 2274**

Despatch No: _____

Date Received: _____

Cardholder's Name (Block Capitals): _____

Cardholder's Signature: _____

For further information on business gift orders, please ring 071-799 2002.

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● Current Unit Trust prices are available on FT Cityline. Calls charged at 48p per minute peak and 36p off peak, Inc. T. To obtain your free Unit Trust Code Booklet ring (071) 925-2128.

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CURRENCIES, MONEY AND CAPITAL MARKETS

FOREIGN EXCHANGES

Dollar remains under pressure

The foreign exchange markets yesterday focused on the possibility of a cut in US interest rates later this week, leading to continued selling pressure on the dollar.

The US currency was already weak during overnight trading in the Far East, following the pattern of last week. In the morning session in London, the US currency hit an early low of DM1.6575, having closed at DM1.6770 on Friday.

However, technical support at DM1.6575 proved sufficient to prevent any further weakening and the dollar saw a firmer tone in the afternoon session. An afternoon rally saw the dollar rise to DM1.6865 before stabilising close at around the DM1.6825 level.

The pattern was repeated against other currencies. The dollar closed at Y132.80, off its low of Y132.50, but substantially below Friday's close of Y133.50.

Against the Swiss franc, the US currency closed at Sfr1.4485, again above the day's low of Sfr1.4450 but below the Sfr1.4515 levels of Friday.

Analysts noted that the US currency remained trapped within a fairly tight trading range despite selling pressure and underlying fears that the fragile recovery in the US economy may already be faltering.

This may change this week

in New York

with the market anticipating a number of US economic indicators, leading indicators and the monthly national purchasing managers survey are due on Thursday and non-farm payroll data on Friday.

The last of these figures is seen by market participants as the most significant. In recent months a sharp decrease in employment has been the trigger for an easing of monetary conditions in the US.

Market expectations centre on a small increase in non-farm employment for September in the region of 20,000.

However, some analysts are more gloomy. Nomura Research Institute is forecasting a 15,000 fall in employment, against a 34,000 gain in employment last month. Economists at Chemical Bank are forecasting a 55,000 fall in employment.

Any figure close to these pessimistic forecasts could leave the way open for the dollar to break out of the lower end of the current range. If technical support can be breached, analysts consider that the next level of support could be as low as DM1.62.

Within the European monetary system the D-Mark remained firm, buoyed by hopes that inflation will start to decline later this year as the effects of unification drop out of the statistics.

Sterling suffered early selling following reports that the number of UK business failures is still rising. Analysts fear a politically-motivated cut in interest rates around the time of the Conservative party conference later this month.

Sterling hit a low of DM2.9080 in early trading at Chemical Bank are forecasting a DM2.9150, little changed from Friday's close of DM2.9125.

Any figure close to these pes-

FINANCIAL FUTURES AND OPTIONS

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FT SURVEYS

NOTES - Prices on this page are supported on the individual exchanges and are last traded prices. (u) unavailable. # Dealings suspended. nd Ex dividend. sc Ex scrip issue. sr Ex rights. xa Ex all. # South African prices unavailable Sep. 30.

NEW YORK STOCK EXCHANGE COMPOSITE PRICES

3:00 pm prices September 30

| Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | Company | Price | Change | 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3:00 pm prices September 3

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FT SURVEYS

AMERICA

Hopes of monetary easing help Dow reverse losses

Wall Street

SHARE PRICES recovered from early morning losses yesterday to stand slightly higher at midday in moderate trading, writes Patrick Harverson in New York.

By 1 pm the Dow Jones Industrial Average was up 1.25 at 3,010.29, having reversed an early 15-point decline. The more broadly based Standard & Poor's 500 index moved in a similar fashion, falling then rising to stand up 0.50 at 366.50, while the Nasdaq composite of over-the-counter stocks eased 0.21 to 524.27. Turnover on the NYSE was 81m shares, and advances outpaced declines by 771 to 633.

Shares opened weaker and fell quickly after a rise in the Chicago Purchasing Managers' Index for September unnerved the bond futures market, which has been firmer on hopes that the Federal Reserve would cut interest rates again to boost the flagging economy. Selling of bond futures triggered selling in stock index futures, which led to a decline in the underlying market.

Prices recovered their poise, however, because hopes of an easier monetary policy are growing. The Open Market

Committee of the Fed meets today to decide on the next step for interest rates. Analysts expect it to vote to keep policy steady until Friday's employment numbers for September are released. Evidence of a weakening labour market could trigger another rate cut.

Among individual stocks, Duracell fell 1/8 to \$28 1/8 after the battery maker, which went public earlier this year, issued 12m shares, including 7m which will be sold by partners controlled by Kohlberg Kravis Roberts, the leveraged buyout specialists.

Walk Disney gave up \$2 to \$112 after the company warned that fiscal fourth quarter profits would be in the range of \$1.25 a share to \$1.33 a share, well down on the \$1.72 a share

64%. Shares of ICI, the UK drugs and chemicals group, rose 3/4 to \$93 on hopes that tests of the company's Tamoxifen compound will prove its effectiveness against diseases other than breast cancer.

On the over-the-counter market, Zenith Laboratories plunged 87 or 35 per cent to \$12 1/4, after a subsidiary of Sandoz, a European drug company, said that it would not supply the raw material that Zenith needs to make Cefadroxil, an antibiotic product.

Old Stone Corporation, the Rhode Island banking group, plummeted 1/4 to \$5 on reports that US stock regulators may force Old Stone to make a "material" provision to its reserve.

Canada
TORONTO concentrated on gold shares at midday, after a rise in bullion prices. Placer Dome gained 3/4 to C\$12 1/4, and American Barrick rose C\$2 1/4 to C\$24 1/4.

The gold and silver index rose 134.30 to 4,606.70, while the composite index was up only 1.82 at 3,383.60 in volume of 7.6m shares. Advances led declines by 178 to 174 with 230 unchanged.

unchanged on balance at Y4,500.

Sansui Electric, the electrical company controlled by Polity Peck International, closed bid only at Y434, up Y50, on reports of Canadian and Hong Kong corporate interest in acquiring 33 per cent of the company. Traders said the issue was popular among investors looking for quick profits.

The Aids treatment theme continued to attract investors. Unifika, the synthetic fibre maker, gained Y12 to Y94 on reports that the company had filed a patent application for its anti-Aids drug. On the other hand, issues that had been popular on the cancer drug theme lost ground, Meiji Seika falling Y20 to Y1,290.

In Osaka, the OSE average put on 7.76 to 26,361.13 in volume of 17.4m shares, well down from Friday's 40m. Ono Pharmaceutical moved up Y10 to Y4,570 on reports that the company's drug, which treats diabetic nervous disorders, had passed the first phase of screening by the Ministry of Health and Welfare.

Roundup
THE PACIFIC Rim put on another mixed performance yesterday.

NEW ZEALAND was lifted by a jump in Telecom, which climbed 7 cents to NZ\$2.57 in heavy trading of 2m shares. The NZSE-40 index closed 16.11 or 1.1 per cent higher at 1,465.05 in turnover of NZ\$182.3m, against NZ\$234.3m.

AUSTRALIA was dominated by transactions linked to the closure of the September share price futures contract. The All Ordinaries index firmed 3.5 to 1,562.3 in turnover of A\$182m, down from A\$320m.

Oil and gas producer Santos fell 9 cents to A\$3.13 on reports of a 21 per cent drop in operating profits post tax in the fiscal first half. The market had expected a profit of

between A\$50m and A\$60m.

HONG KONG reached its best level in more than two weeks, on expectations of strong earnings reports this week from the property sector. The Hang Seng index moved ahead 17.97 to 3,854.65, while turnover increased to HK\$1,120m from HK\$1,090m.

MANILA was dragged down by profit-taking after last week's gains. The composite index retreated 25.01 or 2.6 per cent to 343.33 in turnover of 107.6m pesos, compared with a previous 60.9m. Philippine Long Distance Telephone lost 15 pesos to 527.50.

TAIWAN was led higher by blue chips. The weighted index came off the day's high of 4,914.85 to close 15.63 up at 4,967.13, in turnover of TR\$15,810m, against TR\$14,960m.

SINGAPORE's Straits Times Industrial index ended 12.48 down at 1,380.63. Volume expanded to 53.7m shares from 39.4m, floated by dealing in 21.2m shares of Singapore Automotive Engineering, a new issue, which closed at S\$1.69, a 69-cent premium over the subscription price.

In KUALA LUMPUR, the composite index was 8.01 down at 622.69 in volume of 22.6m shares, after 33.5m.

SEOUL was encouraged by signs that the financial difficulties of small-capital companies were easing. The composite index finished at 705.07, up 13.33, in turnover of Won366.7bn, after Saturday's half-day Won192bn.

BANGKOK's SET index lost 14.72 to 670.79 in turnover of B\$2.5bn. Investors were discouraged by transactions linked to the performance reports from finance companies. JAKARTTA stayed weak. The index shed 1.1 to 249.19 in volume of 3m shares.

BOMBAY was led higher by fertilizer shares on hopes that fertilizer subsidies might be recovered after being cut in the July budget. The BSE index hit a high of 1,916.77 before ending at 1,885.28, up 15.24.

Japan again provides support for world

MARKETS IN PERSPECTIVE

| | % change in local currency | % change in US \$ |
|-------------|----------------------------|-------------------|
| | 1 Week | 1 Year |
| Austria | -0.74 | -0.70 |
| Belgium | -2.50 | -4.08 |
| Denmark | -0.73 | -3.01 |
| Finland | -8.90 | -13.80 |
| France | -1.03 | -1.08 |
| Germany | -0.58 | -3.18 |
| Ireland | -1.33 | -0.19 |
| Italy | -2.13 | -3.22 |
| Netherlands | -0.82 | -2.35 |
| Norway | +0.29 | -4.92 |
| Spain | -0.98 | -1.40 |
| Sweden | -3.78 | -5.45 |
| Switzerland | -1.48 | -3.85 |
| UK | -0.14 | -1.49 |
| EUROPE | -0.61 | -1.73 |

| | % change in local currency | % change in US \$ |
|--------------|----------------------------|-------------------|
| | 1 Week | 1 Year |
| Australia | -0.56 | +1.08 |
| Hong Kong | +0.82 | -1.88 |
| Japan | +2.35 | +3.30 |
| Malaysia | +1.20 | +3.56 |
| New Zealand | +3.90 | +2.03 |
| Singapore | -0.49 | -4.02 |
| Canada | -0.79 | -4.17 |
| USA | -0.48 | -2.32 |
| Mexico | -1.10 | -1.38 |
| South Africa | -3.41 | -1.27 |
| WORLD INDEX | +0.36 | +0.17 |

1 Based on September 27th 1991. Copyright, The Financial Times Limited, London, South Africa, and County NatWest Securities Limited.

By Jacqueline Moore

JAPAN AGAIN supported the world's equity markets last week. While Europe and the US were flagging, hopes of lower interest rates and a strong domestic bond market helped Japan to put on a robust performance.

The overall World Index added 0.4 per cent on the week in local currency terms, according to the FT-Actuaries World Indices. Excluding Japan, however, the World Index was down 0.6 per cent.

The positive reassessment of Japanese equities continues, with Goldman Sachs International one of the latest to raise its weighting. "Since Japanese interest rates are probably headed downwards because of declining inflation and growth, and because the market has underperformed, we are now inclined to increase our weighting in Japan, although it still remains modestly underweighting in a global portfolio," it says in its October strategy document.

Last week was a poor one for Europe, however. The Nordic

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JAPAN AGAIN

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Last week was a poor one for Europe, however. The Nordic

region provided the week's only continental winner, in Norway, but it also felled the two worst performers: Finland and Sweden.

"There is not really a market in Finland at the moment; volumes are very small," says Mr Peter Bradshaw of Robert Fleming. The Finnish bourse has been the world's worst this year, according to the FT-Actuaries indices - in local currency, sterling and in dollar terms.

Mr Bradshaw warns that the forthcoming eight-month corporate results will be worse than expected, especially in the forestry sector. "In the next two to three weeks, during the results, it will be pretty tough for the market," he says. He also points out that the current labour market talks, which are due to end this Friday after being postponed for the past two weeks, are bringing uncertainty to the market.

Moreover, interest rates are high, with an overnight rate of 22 per cent and one-month money rates of 15.9 per cent. "Why should you invest in equities with rates like these?" asks Mr Bradshaw.

However, he believes that

this will be the worst four-month period for Finland. Results could pick up next year, and the market could begin to turn.

Sweden also suffered from uncertainty, as investors awaited news on the formation of a new government. However, Mr Bradshaw stresses that Sweden's recent weakness should be set against the bourse's pre-election rise. It remains the third best market this year in local currency, after Mexico and Hong Kong, and is one of the top six in sterling and dollar terms.

South Africa was another of the world's weak spots last week. The strong financial rand - the investment industry after Mexico and Hong Kong, and is one of the top six in sterling and dollar terms.

The best performance was by New Zealand, which shrugged off its recent disappointment with company results and chose to be encouraged by a falling domestic dollar and lower interest rates.

EUROPE

Continent starts the week in calm mood

BOURSES WERE becalmed yesterday, as corporate results continued to influence individual shares in a market of muted movements, writes Peter Bradshaw.

FRANKFURT ended lower again after an early improvement, the DAX index closing 1.11 down at 1,607.03 after a 1.09 rise to 1,618.16 in the FAZ at mid-session.

Mr Jens Wiecking, of Merck Finck in Düsseldorf, noted that this was the fourth day in succession that dealers and jobbers had tried to push the market up, and failed.

Cyclical and exporters were affected by the lower dollar, Porsche dropping DM23 to DM57. The corridor, said Mr Wiecking, was quite relative strength in more domestic and interest rate-sensitive companies such as department stores, utilities and banks.

Some special situations rose in low volume. Linotype, bombed out following its acquisition of Rudolph Hell from the last year, put on DM16 to DM37 ahead of a meeting with German analysts today.

BRUSSELS saw depression in steel as the Bel20 index rose 2.00 to 1,088.55, supported by general strength in utilities. Reports of a loss at Clabecq, the steelmaker, left it a further 100 points below 1,000 following a BF250 loss on Friday.

Meanwhile, the Luxembourg-based Arbed fell BF210, or 4.7 per cent, to BF4,220, on expectations of sharply lower first-half earnings tomorrow; and Cockerill, which announced a drop in profits earlier this month, closed BF4 lower at BF158.

Wagons Lits, the travel group, rose sharply, picking up BF180 or 2.7 per cent to end at BF6,910.

MILAN was quiet as investors stayed on the sidelines. The composite index, which was the subject of the government's formal presentation of the 1992 budget. The Comit index eased 0.33 to 538.06 in volume estimated at near Friday's 1.72bn.

Benetton, the knitwear and casual clothes manufacturer, added 111 to 1,971. After the

SOUTH AFRICA

GOLD SHARES enjoyed a late spurt of month-end buying, prompted by a strong recovery in world bullion prices. The all-gold index rose 96 to 1,133 while the industrial index added 1 to 3,974. The overall share index rose 19 to 3,297.

FT-SE Eurotrack 100 - Sep 30

| | Open | 11 am | Noon | 1 pm | 2 pm | 3 pm | 4 pm | Close |
|------------|---------|---------|---------|---------|---------|---------|---------|-------|
| 1103.32 | 1103.32 | 1102.93 | 1102.24 | 1102.10 | 1102.25 | 1099.78 | 1100.47 | |
| Day's High | 1103.46 | | | | | | | |
| Day's Low | 1099.70 | | | | | | | |

Time zone GMT +0200.

clement group which has been

weak since announcing first-half results, recouped FF8 to FF295.50.

STOCKHOLM snapped an eight-day losing streak. The Affarsvarlden General index rose 5.3 to 1,035.3 in turnover of SKR333m, down from SKR550m.

Astra free B shares closed SKR5 down at SKR525 in spite of news that the US Food and Drug Administration had approved its anti-virus drug, Foscarvir, for use in America.

OSLO dipped in thin trading as Den Norske Bank plunged to a record low on renewed worries about lending losses. The all-share index fell 2.92 to

492.22 in turnover worth Nkr128m.

DnB, Norway's biggest bank, led the fall as its A shares tumbled Nkr7.5 to Nkr31. The shares traded at Nkr167 when the bank was formed in a merger in April 1990.

MADRID moved lower in cautious trading. At the close, the general index was down 0.15 at 274.40, after standing 1.54 lower at the end of pit trading. Turnover was similar to Friday's Pta10.4bn.

Cepsa was quoted after being suspended on Monday last week for news of the bid by Elf Aquitaine of France for 13.5 per cent of the Spanish oil

group. Yesterday the shares slipped Pta5 to Pta2,270 with 413,474 exchanged.

Telefonica gained Pta20 or 1.8 per cent to Pta1,135 in volume of 1m shares.

ZURICH reported US buying interest in CS Holding and Brown Boveri, but the upward momentum was wiped out by a shaky start on Wall Street. The Swiss SMI index finished 1.5 lower at 3,129.

Once again, insurers rose against the general trend, Swiss Re closing Sfr60 higher at Sfr2,580 and Winterthur Sfr70 better at Sfr3,550.

AMSTERDAM closed lower in an uneven session. The CBS tendency index ended 0.6 lower at 82.7.

ISTANBUL rose on expectations of measures - denied by the government - to support the market before the general elections on October 20. The 75-share index gained 50.31 or 1.7 per cent to 2,937.64.

ATHENS was in retreat, as the general index lost 20.13 or 2.3 per cent to 841.83.



JF Philippine Fund Inc. (Incorporated in the Cayman Islands)

ANNUAL RESULTS TO 30TH JUNE 1991

- Net assets as at 30/6/91 US\$62.6m
- Performance in US\$ from 1st July 1990 to 30th June 1991
- NAV Per Share - 5.8%
- Manila Composite Index + 0.5%

Chairman's Statement

"I am pleased to announce that, after a very difficult interim period, more favourable conditions during the second half-year have enabled your Fund to recoup much of the decline suffered during the first six months of the financial year. The discount of the Fund's share price to net asset value remains large but efforts are continuing to introduce measures which may help to narrow the gap.

The primary issue market has been revived by the buoyant stockmarket environment. More companies have been listed recently but it is disappointing to note that none of them are trading above their public offer price.

Although it has generally been a tough and unfortunate year, with the country being hit by another natural disaster, the economy has demonstrated its resilience in overcoming previous setbacks and I believe it will continue to cope well in the future.

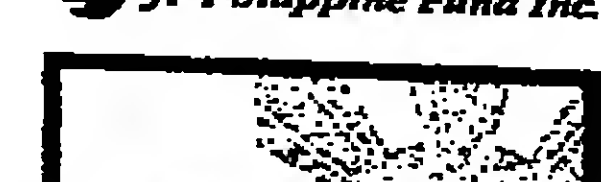
The strong rebound in stock prices during the past six months is a good reminder of the opportunities available to the dedicated investor."

A.H. Smith

Chairman

11th September 1991

JF Philippine Fund Inc.



Annual Report 30th June 1991

For a copy of the Annual Report please contact either Jardine Fleming 47th Floor, Jardine House, One Connaught Place, Hong Kong, Ann: D.R. Howard, Tel: (852) 843 8888 Fax: (852) 21945 2709 or Fleming Investment Trust Management Ltd (Member of IMLRO) 25 Copthall Avenue, London EC2R 7DR, Tel: (071) 648 5858 Fax: (071) 256 5817

FT-Actuaries WORLD INDICES

Jointly compiled by The Financial Times Limited, Goldman, Sachs & Co., and County NatWest/Wood Mackenzie in conjunction with the Institute of Actuaries and the Faculty of Actuaries

| | FRIDAY SEPTEMBER 27 1991 | THURSDAY SEPTEMBER 26 1991 | DOLLAR INDEX |
|-------------------------|--------------------------|----------------------------|--------------|
| | US Dollar Index | US Dollar Index | 1991 High |
| Australia (69) | 150.01 | 149.01 | 150.01 |
| Austria (50) | 180.33 | 179.33 | 180.33 |
| Belgium (47) | 126.98 | 125.98 | 126.98 |
| Canada (114) | 125.79 | 124.79 | 125.79 |
| Denmark (57) | 84.92 | 83.92 | 84.92 |
| Finland (16) | 143.87 | 142.87 | 143.87 |
| France (109) | 168.90 | 167.90 | 168.90 |
| Germany (65) | 165.40 | 164.40 | 165.40 |
| Hong Kong (55) | 180.54 | 179.54 | 180.54 |
| Ireland (18) | 135.14 | 134.14 | 135.14 |
| Italy (77) | 135.14 | 134.14 | 135.14 |
| Japan (474) | 150.01 | 149.01 | 150.01 |
| Malaysia (69) | 150.01 | 149.01 | 150.01 |
| Mexico (16) | 135.14 | 134.14 | 135.14 |
| Netherlands (31) | 135.14 | 134.14 | 135.14 |
| New Zealand (14) | 135.14 | 134.14 | 135.14 |
| Norway (51) | 135.14 | 134.14 | 135.14 |
| Singapore (38) | 135.14 | 134.14 | 135.14 |
| South Africa (51) | 135.14 | 134.14 | 135.14 |
| Spain (59) | 135.14 | 134.14 | 135.14 |
| Sweden (25) | 135.14 | 134.14 | 135.14 |
| Switzerland (56) | 135.14 | 134.14 | 135.14 |
| United Kingdom (240) | 135.14 | 134.14 | 135.14 |
| USA (529) | 135.14 | 134.14 | 135.14 |
| Europe (1027) | 135.14 | 134.14 | 135.14 |
| Nordic (103) | 135.14 | 134.14 | 135.14 |
| Pacific Basin (719) | 135.14 | 134.14 | 135.14 |
| Euro-Pacific (1545) | 135.14 | 134.14 | 135.14 |
| North America (640) | 135.14 | 134.14 | 135.14 |
| Europe Ex. UK (567) | 135.14 | 134.14 | 135.14 |
| Pacific Ex. Japan (244) | 135.14 | 134.14 | 135.14 |
| World Ex. US (1786) | 135.14 | 134.14 | 135.14 |
| World Ex. UK (222) | 135.14 | 134.14 | 135.14 |
| World Ex. S. A. (2201) | 135.14 | 134.14 | 135.14 |
| World Ex. Japan (1786) | 135.14 | 134.14 | 135.14 |
| The World Index (2292) | 135.14 | 134.14 | 135.14 |

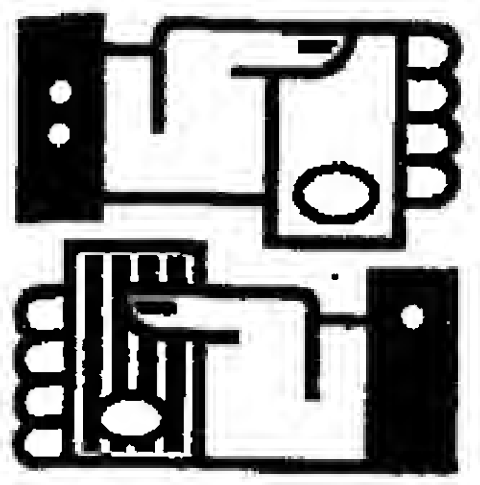
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MANAGEMENT BUY-OUTS

SECTION III

Tuesday October 1 1991



Optimists might take heart from a modest recovery in the number of large deals in recent

months, writes **Charles Batchelor**. However, high interest rates and caution on the part of the banks continue to dog the industry

Industry back to basics

THE student of management buy-outs who fell asleep in 1981 and woke up today could be forgiven for thinking nothing had changed in the intervening decade. A recession is still fueling the buy-out industry, while the typical vendor is a cash-strapped company disposing of non-core businesses. Most deals are once again modest in size, while the financing is arranged with all due banker's caution.

The billion pound buy-ins and attempted buy-ins of public companies, the vertiginous scramble for almost any deal which marked the late 1980s would have all passed the newly-awakened sleeper by. The buy-out industry has gone back to basics.

"Three years ago you would have done a financial model for a deal and then asked: what does the business actually do?" says Mr Geoff Westmore of accountants Coopers & Lybrand Deloitte.

"In the past we might have left some of the detail to the deal leader, but now we take a great interest in the sale and purchase agreement, in the warranties and in any contingent liabilities," comments Mr Anton Fawcett, in charge of

management buy-out finance at Barclays Bank.

Just how careful the industry has become is illustrated by the criteria cited by Mr Ron Hollidge, managing director of Lloyds Development Capital, for doing a deal: he lists respectable asset backing, low gearing, conservative forecasts and seasoned managers, preferably with experience of a previous recession.

Rocketing interest rates, a slump in consumer demand and the well-publicised difficulties of large buy-outs such as MFI and Magnet have led to a sharp drop in the number and size of buy-outs in the past two years. Activity fell to a five-year low in the first quarter of 1991, although there have recently been signs of a recovery.

Twenty large buy-outs (valued at more than £10m each) were completed in the first half of 1991, compared with 30 in the same 1990 period, according to accountants KPMG Peat Marwick McLintock. The value of all deals, including an estimate for those smaller than £10m, fell to £1bn this year from £1.6bn in the first half of last year.

Britain remains the leading buy-out market in Europe, but

activity is increasing on the continent. A total of 411 buy-outs were completed in continental Europe in 1990, compared with 374 in 1989, according to the Centre for Management Buy-Out Research at Nottingham University. The most active continental markets were France, with 150 deals (130 in 1989), Sweden with 40 (32) and Germany with 36 (25). But Britain still accounted for more than half of all MBOs in Europe, with 572 deals completed (517 in 1989).

The UK market is now more than ever dominated by smaller deals, most of them worth less than £10m. Only four deals worth more than £100m have been completed in the past eight months, and the largest of these, Field Packaging, was valued at £121m. This is in sharp contrast to the late 1980s when each year set a new record for the size of deal: from MFI valued at £718m in 1987, through Reedpack worth £805m in 1988, to Gateway at £2.37bn in 1989.

The most common source of deals is once again the large company attempting to raise cash by disposing of a non-essential activities. But family-owned companies, where the

owner is keen to retain the character of the business rather than sell to a trade buyer, are also often sold by means of a buy-out, according to Richard Hargreaves, managing director of Baronsmead, a venture capital company.

The depth of the recession has meant managers often end up buying their company from the receiver. Frequently the business being bought out is a healthy part of a larger, failed group. The receiver may be willing to do a deal at a very favourable price to achieve a quick sale. On the down side, there are problems in buying from a receiver. There is often little time to carry out the normal checks on the state of the company's finances, for example, and the receiver will not give the warranties the purchasers would normally expect, says Mr Frank Neale of Philrow Ventures.

Nor can the purchaser expect the usual "lock-out" period of other bidders while he carries out his checks. If a better offer is made, the receiver is bound to accept.

Fortunately for the buy-out teams, many large companies are too bound up with solving their own difficulties to devote

much time to looking for acquisitions. This means managers frequently have the field to themselves.

If the traditional buy-out is popular once again, the buy-in, rated until recently by many deal makers as providing a profitable new avenue of diversification, has fallen out of favour. Many buy-ins have not performed as well as expected, either by comparison with their own forecasts or with comparable management buy-outs.

The deal-makers have been aware from the outset that buy-ins were more difficult than buy-outs because the incoming managers were not familiar with the company's problems in the same way as incumbent managers. However the degree of difficulty was underestimated.

Private companies, in particular, frequently have unsophisticated financial control systems, and the new managers often discover "skeletons in the cupboard", according to a study by the Centre for Management Buy-Out Research. Buy-in managers often come from large companies and are unfamiliar with the management style required for a small,

independent business.

Few people in the industry believe there will ever be a return to the large-scale deals of the late 1980s. The number of UK companies with large subsidiaries or divisions suitable for sale by means of a buy-out is limited, calculates Mr Robin Hall, managing director of CIN Ventures.

Listed company buy-outs, too, seem unlikely to stage a comeback. The managers of small listed companies may be able to argue that the public market has not been able to provide them with an opportunity to raise finance. But larger companies have usually been able to raise funds through rights issues and are unlikely to be able to persuade their institutional shareholders that they would be better off by going private.

Some buy-out specialists believe the only public-to-private deals to be done will be by companies where one shareholder, often the founder, still owns a majority stake. The proposed buy-out of Caparo Industries, in which Swraj Paul, the chairman, already controlled 80 per cent of the shares, is in the tradition of earlier buy-outs at Virgin and

the Really Useful Group, where the founding entrepreneur bought out the outside shareholders.

For the venture capitalist used to dealing with unquoted companies, there are a number of disadvantages involved in listed groups, explains Mr Neale. Listed companies are expensive because the purchaser must pay a premium to gain control while the volume of financial information available is restricted compared with unlisted company deals.

As an alternative to taking listed groups private, a number of venture capitalists have begun providing unlisted convertible preference shares to listed groups which may not be able to raise funds by means of a conventional rights issue. Pepe Group, a listed jeans company, raised £10m of preference equity in July from a syndicate headed by County NatWest Ventures.

The management buy-out market may be going through a difficult period, but its long-term future is assured, most players believe. The financiers are taking a more cautious attitude, but there is no shortage of either equity or

IN THIS SURVEY

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ESTIMATE OF TOTAL UK MBOs

| | No | Value (£m) | Av size (£m) |
|-----------|-------|------------|--------------|
| 1990 | 100 | 40 | 0.4 |
| 1991 | 180 | 130 | 0.7 |
| 1992 | 200 | 550 | 2.8 |
| 1993 | 220 | 240 | 1.1 |
| 1994 | 200 | 270 | 1.4 |
| 1995 | 250 | 1,070 | 4.3 |
| 1996 | 300 | 1,300 | 4.3 |
| 1997 | 350 | 3,230 | 9.2 |
| 1998 | 400 | 5,070 | 12.7 |
| 1999 | 450 | 6,450 | 14.3 |
| 2000 | 500 | 2,830 | 5.7 |
| 2001 | 250 | 1,280 | 5.1 |
| (to date) | | | |
| | 3,400 | 22,490 | 6.6 |

Sources: KPMG Corporate Finance

- INTERNATIONAL ROUND UP p6 & 7
- UK: The regional scene focuses on the north p8
- PROFILES:
- Condor p12
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- Opella: a cautionary tale p11

Editorial Production: Heather Parker and Sarah Murray
Design: Robin Coles

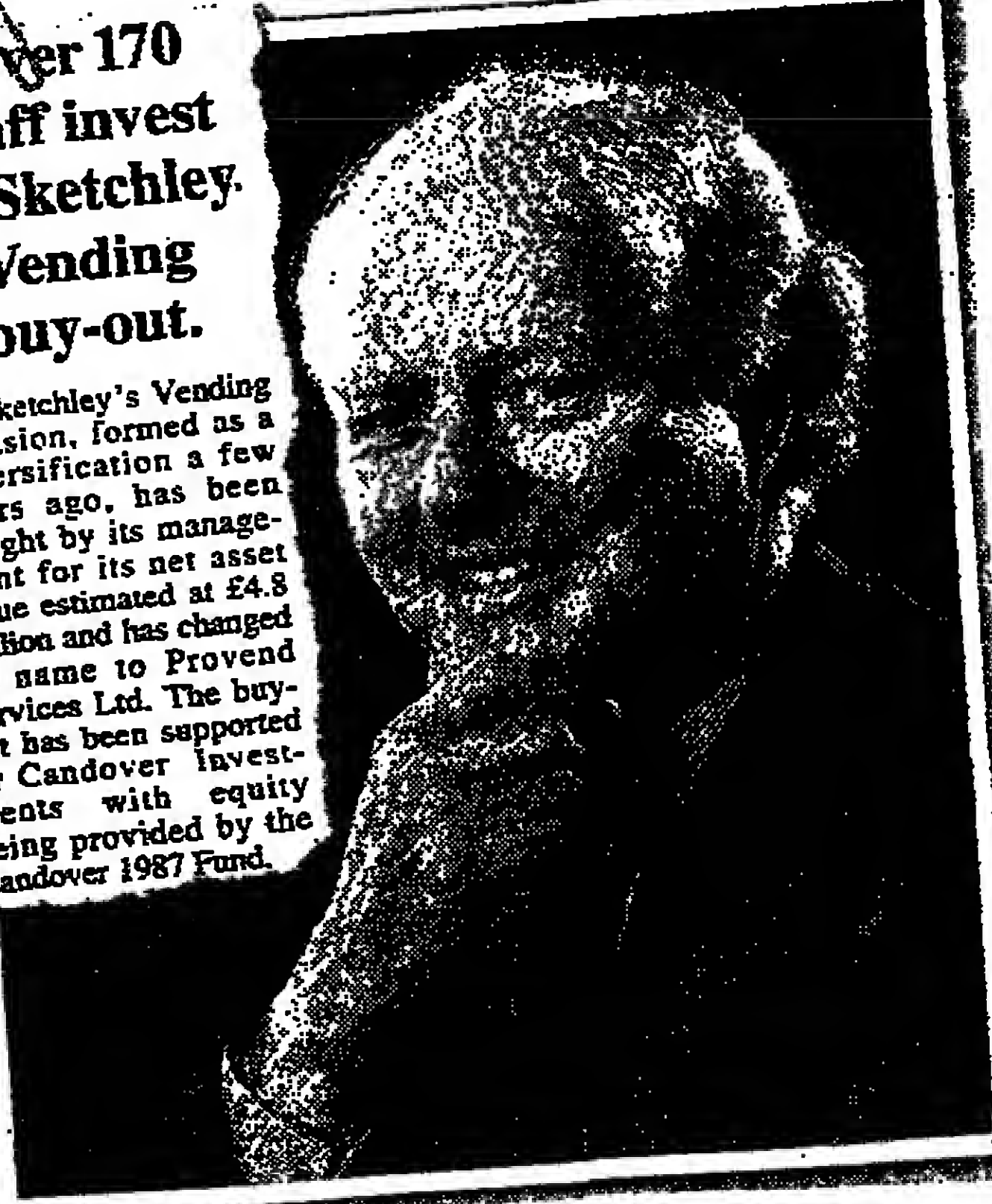


KENWOOD IS SPUN OFF IN £55M BUYOUT

Two years ago, the management of Kenwood, led by Timothy Parker, bought the company, the food mixer manufacturer, from Thorn EMI. The buy-out was arranged and led by Candover; the bank finance was provided by the National Westminster Bank.

Over 170 staff invest in Sketchley Vending buy-out.

Sketchley's Vending Division, formed as a diversification a few years ago, has been bought by its management for its net asset value estimated at £4.8 million and has changed its name to Provend Services Ltd. The buy-out has been supported by Candover Investments with equity being provided by the Candover 1987 Fund.



£2m equity injection funds Knickerbox High Street expansion.

Candover have invested £2 million equity in the 45 store Knickerbox chain founded in 1995 by husband and wife team Stephen and Julie Godher. The investment cancels the company's debt, leaving £750,000 for expansion to 70 stores over the next two years.



Who's next?

Candover manage some £400 million funds for equity investment, and has organised over 50 buy-outs, buy-ins and delistings worldwide ranging in size from £1 million to £275 million as well as providing development capital for smaller companies.

The current economic climate is creating exciting opportunities for buy-outs and buy-ins. We are continually discussing potential opportunities with companies, managers and advisers. If you think you could be next, contact Roger Brooke or Stephen Curran on 071-489 9848.

CANDOVER

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MIDLAND MONTAGU VENTURES

This announcement appears as a matter of record only.

Midland Montagu Ventures
The Venture Catalysts

has led and arranged a
£12,500,000
Funding
to
Alan Turner Group PLC
for the launch of
SABRE
Sabre Insurance Company Limited
Equity underwritten by
Midland Montagu Ventures
CIN Venture Managers
Equity syndicated to
County NatWest Ventures Limited
Lloyds Development Capital Limited
Three Loans and Revolving Credit Facilities by
Samuel Montagu & Co. Limited

We propose a £100,000,000 toast to

THE MANAGEMENT OF THE
TAUNTON CIDER COMPANY







£100,000,000 MANAGEMENT BUY-OUT
Management advised by Samuel Montagu & Co. Limited
Equity arranged and underwritten by
Morgan Grenfell Development Capital Limited
and co-underwritten by
Midland Montagu Ventures
Senior Debt and Mezzanine arranged and underwritten by
Samuel Montagu Specialised Finance

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The Venture Catalysts
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Midland Montagu Ventures
Development Capital
£9,300,000
in
Marine Cruise
Shoppers of fine wines
spirits & cigars
Led, Arranged and Equity Underwritten
by
Midland Montagu Ventures
Debt Provided by
Bank of Scotland
Midland Montagu Ventures
The Venture Catalysts

This announcement appears as a matter of record only.

Midland Montagu Ventures
Acquisition of

Somosierra
Nueva Somosierra, S.A.
Spain
by
Adanta de Alimentacion S.A.
Equity Arranged
by
Midland Montagu Ventures
The European Venture Catalysts
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LONDON EC3R 6AE
TELEPHONE 01-369 9111
MIDLAND MONTAGU VENTURES SA
ALMAGRO, 25-1a, 28010 MADRID, SPAIN
TELEPHONE +34 91 369 9111

This announcement appears as a matter of record only.

Midland Montagu Ventures
Development Capital
for
Tinamenor S.A.
Spain
TINAMENOR S.A.
Transaction Led, arranged
and
Equity underwritten
by
Midland Montagu Ventures
The European Venture Catalysts
10 LOWER THAMES STREET,
LONDON EC3R 6AE
TELEPHONE 01-369 9111
MIDLAND MONTAGU VENTURES SA
ALMAGRO, 25-1a, 28010 MADRID, SPAIN
TELEPHONE +34 91 369 9111

Whatever the transaction, development capital, acquisition finance, Management Buy-out, Management Buy-in, company restructuring; whether large or small MMV will respond innovatively and quickly to support the deal.

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MANAGEMENT BUY-OUTS 3

Charles Batchelor demystifies the IRR, junior debt, the living dead and lemons and plums

From bimbos to venture capitalists: a glossary

THE management buy-out industry combines the skills of the corporate financier and the venture capitalist and has borrowed its technical terms from both sectors.

Some of the more colourful vocabulary imported from the US by the venture capital community has gone as the industry has matured, but the manager contemplating his or her first buy-out may still be confused by some of the jargon.

Bimbo

A snappy term to describe a deal involving both existing and outside managers: a buy-in/management buy-out or bimbo.

About half of all deals take this form.

Bought deal

Term used when a deal maker provides all of the finance needed for a buy-out deal and then sells on or syndicates part of the funding to other investors at a later stage.

Bought deals are often used by the larger providers of finance when speed or confidentiality are particularly important.

Business plan

The document put together by managers to justify their application to financiers for backing. Should contain summaries of past and projected profit and loss accounts, balance sheets and cash flows. Also details of products and services, markets, future strategy and profiles of the managers.

A warning, however: don't get too carried away. Most financiers will not go beyond the two-page executive summary.

Caps, collars and cylinders

Clauses in buy-out deals which limit the extent to which the interest rate charged on borrowed funds can rise or fall. Many of the buy-outs which have survived the recession undoubtedly owe their existence to such clauses.

Agreements usually have a limited life of one or two years. The longer the period of cover the more expensive this form of interest rate insurance is.

Carried interest

A stake taken in the investee company by the venture capitalist or buy-out fund managers. Carried interest can be in the form of options.

Deal flow

The rate at which investment propositions come to the deal-maker or financier. Most claim to accept only a very small percentage of deals put to them, although deal flow numbers are treated by some as a virility symbol.

Development capital

Later stage finance for more established companies which are profitable or nearly profitable. Less risky generally than early stage finance. The development capital groups have been the most enthusiastic funders of buy-outs.

Due diligence

Detailed analysis and appraisal of the business and the entrepreneur.

Earn-out

Describes either a formula for relating the final purchase

SOMEONE HAD TO TELL THE SHAREHOLDERS ABOUT THE BUYOUT MIRIAM. I'M AFRAID JOHN DREW THE SHORT STRAW



price of a company to actual future earnings or a means of encouraging management to perform by payment on the basis of their future performance (see also Ratchet).

Employee buy-out

A deal involving not just the top management but also all or a large number of the more junior employees of the organisation.

The difficulty of involving large numbers of employees without disclosing a deal prematurely has meant that relatively few of these deals have been done.

Some managers get round this by staging a buy-out and then involve other staff at a later stage.

Equity kicker

An option to acquire equity often granted to the provider of mezzanine finance (qv) or loan notes to compensate for the higher risk involved in this type of funding.

Exit

The point at which the financier sells his holding in the buy-out company, either through a trade sale to a larger company, by the management buying out the other investors to assume complete control, or by a stock market flotation.

It is essential that the managers and the financial backers agree from the beginning on the exit strategy.

Gearing or leverage

This is the ratio of debt to equity in a company's capital structure. Intermediate forms of finance such as redeemable preference shares and convertible loans can complicate the calculations and mean a variety of different ratios may be applied to the same company.

Check how these intermediate forms of capital are being treated when a gearing ratio is quoted.

Hands on/hands off

The degree to which an investor in a buy-out becomes involved in its management. A hands-on investor would normally nominate a non-executive director to the board and

might commit some of its other executives to help out if the company ran into difficulties. Hands-off investors would have very little active involvement.

Internal rate of return

Different investors work this out in different ways but the term generally refers to the annual compound rate of return on an investment over a given period.

Returns normally include dividend distributions and profits from either disposals or a fair valuation of the buy-out company.

Junior debt

Loans which rank after secured or senior debt for repayment in the event of a default.

Junk bonds

High yielding, unsecured debt used in US buy-outs.

Since the debt is in the form of a bond certificate, it can be bought and sold more easily than the mezzanine loans (qv) used to finance UK buy-outs.

Lead investor

Venture capitalist or other deal-maker with the largest share in a syndicated investment. The lead investor usually initiates the deal and takes a hands-on role on behalf of the other partners.

The recent problems experienced by a number of buy-outs have exposed the weaknesses of some deal leaders. They have been shown to lack the skills needed to help out a business in trouble, while others have sold on all their initial investment and have no further interest in the business they backed.

Lemons and plums

Bad deals and good. Bad investments usually go wrong before the good ones produce a profit. Hence: the lemons ripen before the plums.

Leveraged buy-out

Similar to a management buy-out, though usually applied to US deals where the transaction will have been initiated by a financial group rather than by the management.

The name refers to the high level of borrowing or leverage which the company takes on, using the assets being purchased as security.

When British buy-outs seemed to be going the way of their US counterparts, with large, highly speculative deals being put together by City financiers, the term started to be applied to UK buy-outs. Nowadays the idea of leverage sends a shudder through equity providers and bankers alike.

Lock-out agreement

An agreement to give the buy-out team time to negotiate the purchase of their company free from pressure from other bidders.

Management buy-in

An offshoot of the management buy-out industry. The purchase of a business by one or more outside managers with the help of a group of financial backers.

The term was applied indiscriminately in the late 1980s to any bid involving a well-known City figure, on the

a disproportionately large share of the equity.

Buy-outs are funded largely by loans secured on the assets of the company itself.

Mezzanine finance

Loans, usually unsecured, which rank after secured or senior debt but before equity in the event of a company failing.

To compensate for the greater risk, they typically carry interest one to three percentage points above secured loans and often carries an equity kicker (qv) to give the lender a stake in the equity.

Newco

The buy-out is usually carried out through a newly created company referred to as Newco.

Preferred ordinary shares

Refers to the ordinary shares taken up by outside investors in a buy-out. They rank ahead of the plain ordinary shares owned by the management in terms of dividends and the pay-out in the event of a winding up.

Ratchet

An incentive arrangement whereby managers get a bigger share of the equity if the company performs well. Sometimes managers forfeit shares if they do particularly badly.

Senior debt

Secured debt which ranks first in terms of repayments in the event of a default. (See also Junior debt)

Slippage

This is what happens when the buy-out company starts to eat up more cash than expected because development costs exceed budget or sales grow too slowly.

Syndicated investment

An investment which is too large or risky to be handled by one investor and which therefore needs to be shared among several partners.

Fewer deals are syndicated in present market conditions, while syndicates also involve fewer participants. This is partly because the smaller deals do not require so many players, but it also means that if trouble arises, fewer people have to be consulted on how to sort out the mess.

Vendor finance

Finance provided by the vendor in the form of either a deferred payment or alternatively a retained minority stake in the bought-out company, usually in the form of loan notes.

It allows the vendor to share in the profits of the company it has sold if it does very well. The vendor's management can then demonstrate to shareholders they did not sell too cheaply.

It also allows the vendor to boost the sale price, also thereby impressing its own shareholders.

Venture capitalist

Deal-maker who provides equity finance and advice to entrepreneurs starting a business from scratch or staging a buy-out.

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WHILE OTHERS HAVE
BEEN IN AND OUT
OF MBI'S AND MBO'S,
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Through thick and thin, through boom and slump, Barclays has remained committed to Senior Debt financing.

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Acquisition Finance Unit, Murray House,
1 Royal Mint Court, London EC3N 4HH.

Telephone: 071-696 2804.



LEADING MEZZANINE ARRANGERS

| | Total no | Total value £m | Average value £m | No of investments |
|----------------------------|----------|----------------|------------------|-------------------|
| 31 | 26 | 237 | 9 | 35 |
| County NatWest/Nat West | 12 | 101 | 8 | 27 |
| Bankers Trust | 10 | 304 | 30 | 11 |
| Barclays/BZW | 8 | 77 | 10 | 16 |
| Intermediate Capital | 8 | 56 | 7 | 12 |
| Socifac | 7 | 50 | 7 | 9 |
| Philidrow Ventures | 7 | 23 | 3 | 7 |
| Kleinwort Benson | 5 | 35 | 7 | 9 |
| Standard Chartered/CWB | 4 | 439 | 110 | 4 |
| PIC Capital | 4 | 158 | 40 | 5 |
| GE Capital | 3 | 580 | 193 | 4 |
| First Britannia | 3 | 28 | 9 | 5 |
| Samuel Montagu | 3 | 21 | 7 | 4 |
| Bank of Boston | 3 | 15 | 5 | 7 |
| Bank of Scotland | 3 | 10 | 3 | 11 |
| CIBC | 3 | 5 | 2 | 5 |
| Charterhouse | 2 | 27 | 14 | 2 |
| Elders Finance | 2 | 22 | 11 | 2 |
| Citicorp | 2 | 15 | 8 | 3 |
| Causeway Capital | 2 | 10 | 5 | 2 |
| Lloyds | 1 | 40 | 40 | 4 |
| Legal & General/Vithras | 1 | 5 | 5 | 8 |
| Westpac | 1 | 5 | 5 | 4 |
| Creditanstalt | 1 | 2 | 2 | 6 |
| Prudential | 1 | 2 | 2 | 4 |
| Others | 15 | 182 | 11 | |
| None/unknown/(duplication) | (7) | (619) | | |
| TOTAL | 120 | 1,830 | 14 | |

Source: KPMG Corporate Finance

MANAGEMENT BUY-OUTS 4

Charles Batchelor looks at capital structure

Transactions require more equity in these times of caution

AT THE peak of the buy-out market in 1989, if extra finance was needed to make a deal possible, it would normally take the form of bank debt. If the numbers still did not add up, the deal could be made to fit by putting in a layer of mezzanine finance - high yielding, unsecured loans.

In the more sober 1990s the way to get deals done is to put in more equity, says Mr Geoff Westmore, a partner in accountants Coopers & Lybrand Deloitte. Increasing the amount of equity in a deal may reduce the return to investors, but it also lowers the risk.

The more cautious attitude which is now being adopted by the banks has seen the debt-to-equity ratio fall back to 1.2:1, according to figures compiled by KPMG Peat Marwick McLintock

In the late 1980s, buy-outs typically carried three times as much debt and mezzanine funding as they did equity. In 1989, if the £2.4bn buy-in of the Gateway supermarkets group is included, the debt-to-equity ratio soared to nearly 6:1.

The more cautious attitude which is now being adopted by the banks has seen the ratio fall back to 1.2:1, according to figures compiled by accountants KPMG Peat Marwick McLintock.

"The banks got ahead of themselves in the late 1980s," comments Mr Robin Hall, managing director of CIN Ventures, a provider of equity finance. "Transactions became overleveraged." When interest rates rose (though most deals "capped" the maximum rates of interest payable) and demand slumped, some of the most highly leveraged deals like MFI, Magnet and Lowndes Queensway had difficulties.

Despite this shift to more cautiously financed buy-outs, the deal-makers are still pre-

pared to be flexible. The banks, for example, are prepared to let the equity providers set early redemption dates for any convertible preference shares they put into a deal. This allows the equity portion of a deal to be reduced, and returns increased, if the buy-out company does well.

Vendors have also shown themselves more ready to defer part of the sale price by providing loan notes. This helps bridge the gap which still exists between vendors' price expectations and the sums that management teams and their backers are prepared to pay. Not only does the vendor retain a stake in the company if it prospers, he can show his own shareholders that he obtained a more attractive price for the business.

The £50m buy-out of Anglian Windows from BET, the contract services group, last December, for example, included a £30m loan note from BET in the financing. The five-year notes will earn interest at 12 per cent depending on the buy-out team achieving its profit targets.

Vendor loan notes do have their drawbacks, however, warns Mr Anton Fawcett, in charge of management buy-out finance at Barclays Bank. If the buy-out company runs into difficulties, the involvement of

ANALYSIS OF GEARING OF UK MANAGEMENT BUY-OUTS OVER £10m by period

| Period | Total funding | Equity | Mezz. | Debt | Gearing (E+M+D) | Mezz. (% total) |
|------------------|---------------|--------|-------|--------|-----------------|-----------------|
| | £m | £m | £m | £m | | |
| 4 years to 12/84 | 860 | 370 | - | 490 | 1.3 | - |
| 12/85 | 9,070 | 2,540 | 710 | 5,820 | 2.6 | 8 |
| 6 months to 6/89 | 1,700 | 420 | 180 | 1,120 | 3.0 | 9 |
| 12/89 | 4,150 | 900 | 710 | 2,540 | 5.8 | 17 |
| 6/90 | 1,260 | 300 | 140 | 820 | 3.2 | 11 |
| 12/90 | 850 | 270 | 50 | 530 | 2.1 | 7 |
| 1991 (to date) | 900 | 410 | 50 | 440 | 1.2 | 6 |
| TOTAL | 18,790 | 4,910 | 1,830 | 12,050 | 2.8 | 10 |

Percentages refer to deals in which mezzanine was used

Source: KPMG Corporate Finance

the vendor could further complicate any restructuring attempt.

The increase in the amount of straight equity required to complete deals, and the growing role of vendor loan notes, have combined to squeeze the mezzanine layer. Mezzanine funds accounted for just 6 per cent of buy-out funding in the first eight months of 1991 compared with 17 per cent in the second half of 1989 and 11 per cent in the first half of 1990,

Peat Marwick calculates.

But it is not only the relative roles of equity, mezzanine and loans which have changed as a result of the more sober mood in the buy-out market. The banks have also seized their opportunity to tighten up on the terms of their lending.

The banks have been able to increase their margins on buy-out lending from 1.5 per cent in 1989 to between 2 and 2.5 per cent, according to Mr Rupert Wiles, responsible for

larger buy-outs at St, the largest UK venture capital company.

They have also raised the amount of interest cover required from 1.5 to 2.5 per cent. The idea is that if interest rates rise again, buy-out companies will still be able to cover the higher interest charges comfortably from profits. In addition, the banks have reduced from 10 to seven years the average term of loans, says Mr Wiles.

The banks are also boosting the level of up-front fees, notes Mr Frank Neale of Philidrew Ventures. Typical fee levels have risen to 1.5 per cent from 1 per cent previously, he reports. The banks have been able to negotiate these better terms for themselves partly because of a decline in the level of competition for buy-out business. The withdrawal of a number of foreign banks from this area has strengthened the hand of the mainly domestic banks which have remained.

One result of this decline in the number of loan providers has been a reduction in both the number of syndicated loans deals and in the number of partners in any syndicate. "The £1m players who would take up a small part of the underwriting have gone," says Mr Malcolm Cameron, head of buy-out finance at National Westminster Bank.

The decline in the average size of buy-outs has meant that the big banks can either keep all of the deal on their own books, or that they can syndicate to a selected number of trusted partners. A buy-out which two years ago would have involved a dozen banks, might now only have two or three participants.

"The equity players realise it is better to have a small number of banks, because a syndicate can only move as fast as its slowest member," Mr Fawcett explains.

Mr Michael Smith, managing director (Europe) at Citicorp Venture Capital, comments: "The syndicates have given way to banking clubs."

USE OF MEZZANINE ON UK MBOs OVER £10m

| | MBOs using mezzanine | | | Total MBOs | | | Av size of mezz layer (£m) |
|---------|----------------------|---------------------|---------------------------|------------|---------------------------|-------------------|----------------------------|
| | No | Amount of mezz (£m) | Total value of deals (£m) | No | Total value of deals (£m) | % MBOs using mezz | |
| 1981-84 | - | - | - | 26 | 860 | - | - |
| 1985 | 5 | 123 | 430 | 23 | 870 | 22 | 25 |
| 1986 | 7 | 86 | 380 | 27 | 940 | 26 | 14 |
| 1987 | 13 | 207 | 1,510 | 33 | 2,750 | 39 | 16 |
| 1988 | 26 | 280 | 1,870 | 55 | 4,510 | 47 | 11 |
| 1989 | 38 | 884 | 4,820 | 71 | 5,850 | 54 | 23 |
| 1990 | 33 | 205 | 1,140 | 61 | 2,110 | 54 | 6 |
| 1991* | 8 | 32 | 340 | 26 | 900 | 32 | 7 |
| TOTAL | 130 | 1,830 | 10,500 | 321 | 18,790 | 40 | 14 |

* To date

Percentages refer to deals in which mezzanine was used

Source: KPMG Corporate Finance

Banks are now reluctant to finance listed buy-outs, writes Charles Batchelor

The sober '90s cast a long shadow

THE highly leveraged buy-outs and buy-ins of listed companies which marked the buy-out industry in the late 1980s have fallen dramatically out of favour in the more sober-minded 1990s.

Not only are the banks no longer willing to provide the finance for these speculative deals, but shareholder suspicion of the motives of managers has made such buy-outs more difficult to do. The venture capital companies which provide equity finance have also become disillusioned with the returns available from such deals.

Nottingham University's Centre for Management Buy-Out Research records 35 quoted company buy-outs in the UK since 1985, although they have also occurred in continental European countries with less well developed stock markets. In France, 22 such deals have been carried out, followed by Sweden with 17 and Denmark and the Nether-

lands with two each.

In continental Europe, and particularly in France, listed company buy-outs or buy-ins have been used as a way of solving issues of family succession. Very occasionally a buy-out has been used as a defence by existing management against a hostile bid from an outside investor. Haden, a UK engineering company, pioneered this technique to fight off a hostile bid from Trafalgar House in 1985.

But it was in 1989 that listed company buy-out activity peaked, with 12 deals being completed in the UK, including the £587m Magnet deal and the £2.37bn buy-out of Gateway. An attempt to stage a £13.5bn buy-in - though in many respects this term was simply a cover for a hostile takeover bid - was made for BAT Industries by a group of investors headed by Sir James Goldsmith and known as the Hoyalake consortium.

These large deals prompted unease on two scores. Where incumbent managers were staging the deal, as was the case with Magnet and in part the case with Gateway, institutional shareholders worried that they were missing insider knowledge of the com-

pany to negotiate and price a deal in their own favour. How could managers make a success of the business if they took it private, but somehow prove unable to achieve the same results in public ownership?

The second source of unease was the high degree of borrowing required to finance these deals. Average gearing ratios

were stretched beyond 6:1 by the Gateway deal, rendering the buy-out companies very vulnerable to a downturn.

These highly leveraged deals, driven, in the view of many, more by the deal-makers' desire to earn large fees than by underlying industrial

These highly leveraged deals, driven - in the view of many buy-out participants - more by the deal-makers' desire to earn large fees than by underlying industrial logic, are unlikely ever to return

logic, are unlikely ever to return, many people in the industry now feel. "I don't believe there will ever be a significant public-to-private market in this country," says Mr John Brown, deputy managing director of CIN Ventures.

Small listed companies may be able to argue that neglect by the stock market and the stockbroking analysts means their shares are undervalued. It is therefore difficult for them to raise shareholder enthusiasm for a rights issue. The solution may then be to take the company private again to allow it to concentrate on long-term growth.

But the larger company is in a better position to raise funds by means of a rights issue, and could not argue that it was essential to go private once again.

The only large companies which have been able to make a case for going private have been those dominated by a single large shareholder, often the company founder. Mr Andrew Lloyd Webber took his Really Useful Group private last year, while Mr Swraj Paul, chairman and 80 per cent shareholder in Caparo Industries, recently announced plans for a buy-out to take his company private.

Meanwhile, loans to back buy-outs typically earn 2 percentage points or more above base rate, compared with 0.45/0.5 per cent on a typical five-year loan to an A-rated corporate borrower, according to Mr Anton Fawcett, head of

buy-out finance at Barclays Bank.

The deal-makers believe that buy-outs provide such an elegant solution to the problems associated with the disposal of unwanted businesses or of the arrangement of succession in a family company that they will continue to be a permanent feature of the corporate finance scene.

But the financially driven deals of the late 1980s and the fat fees which went with them are unlikely to be revived in the near future, if ever.

DEAL LEADERS

| | Total no | Total value (£m) | Av value (£m) | No of investments | Address | Phone |
|-----------------------------|----------|------------------|---------------|-------------------|---|--------------|
| St | 35 | 1,115 | 32 | 77 | 91 Waterloo Rd London SE1 8XP | 071-928 3131 |
| Candover Investments | 23 | 1,488 | 65 | 33 | 20 Old Bailey London EC4M 7LN | 071-486 9648 |
| Charterhouse DC | 20 | 2,598 | 130 | 52 | 7 Ludgate Broadway London EC4V 8DX | 071-248 4000 |
| Citicorp | 20 | 592 | 30 | 48 | 335 Strand London WC2R 1LS | 071-438 1488 |
| County NatWest Ventures | 18 | 605 | 34 | 67 | 135 Bishopsgate, London EC2M 3UR | 071-375 5000 |
| Bankers Trust | 14 | 1,823 | 130 | 19 | 1 Appold St, Broadgate London, EC2A 2HE | 071-982 2500 |
| Schroder Ventures | 14 | 465 | 33 | 22 | 20 Southampton St London, WC2E 7QG | 071-632 1000 |
| CINVen | 13 | 1,345 | 103 | 78 | Hobart Hse, Grosvenor PI London, SW1X 7AD | 071-245 6911 |
| Philidrew Ventures | 13 | 362 | 28 | 38 | 14 Finsbury Sq London, EC2A 1PD | 071-628 6386 |
| Midland/Samuel Montagu | 10 | 658 | 66 | 38 | 10 Lower Thames St London, EC3R 8AE | 071-260 9911 |
| Granville | 10 | 145 | 15 | 10 | 77 Mansell St London E1 8AF | 071-488 1212 |
| Electra | 9 | 1,010 | 112 | 40 | 65 Kingsway London, WC2B 6QT | 071-831 6464 |
| Kleinwort Benson DC | 9 | 518 | 58 | 28 | 10 Fenchurch St London, EC3R 3LB | 071-656 6800 |
| Barclays DC/BZW | 9 | 271 | 30 | 35 | Pickfords Wharf, Clink St London, SE1 9DG | 071-407 2389 |
| Lloyds DC | 7 | 392 | 56 | 36 | 48 Chiswell St London, EC1Y 4XX | 071-600 3226 |
| Murray Johnstone | 6 | 83 | 14 | 23 | 7 West Nile St Glasgow, G1 2PX | 041-226 3131 |
| Prudential VM | 5 | 366 | 73 | 45 | Audrey Hse, Ely Pl London, EC1N 6SN | 071-831 7747 |
| Morgan Grenfell DC | 5 | 252 | 50 | 10 | 23 Great Winchester St London, EC2P 2AX | 071-588 4545 |
| MIM DC | 5 | 121 | 24 | 20 | 11 Devonshire Sq London, EC2M 4YR | 071-628 3434 |
| Mercury Asset Management | 4 | 2,635 | 659 | 28 | 33 King William St London, EC4R 9AS | 071-280 2800 |
| Caneway Capital | 4 | 79 | 20 | 8 | 7 Hanover Sq London, W1R 5HE | 071-495 2525 |
| Chase Manhattan | 3 | 191 | 64 | 8 | Woolgate Hse, Coleman St London, EC2P 2HD | 071-726 5000 |
| Legal & General Ventures | 3 | 106 | 36 | 33 | 3 Queen Victoria St London, EC4R 8EL | 071-489 1888 |
| Salomon | 3 | 80 | 27 | 3 | 111 Buckingham Palace Rd London, SW1W 0SB | 071-721 2000 |
| CIBC Capital | 3 | 80 | 17 | 3 | Cottons Centre, Cottons La London, SE1 2QL | 071-234 6000 |
| Foreign & Colonial Ventures | 3 | 43 | 14 | 15 | Exchange Hse, Primrose St London, EC2A 2NY | 071-782 9829 |
| SUMIT | 3 | 42 | 14 | 14 | 12 Newhall St Birmingham, B3 3ER | 021-200 2244 |
| Baring Capital Investors | 2 | 449 | 225 | 5 | 140 Park La London, W1Y 3AA | 071-406 1282 |
| Hambro Magen | 2 | 292 | 146 | 2 | 32 Queen Anne's Ga London, SW1H 9AB | 071-233 1400 |
| Flemings | 2 | 127 | 64 | 8 | 25 Copthall Ave London, EC2R 7DR | 071-638 5858 |
| APA/MMG Pabrick | 2 | 95 | 48 | 7 | 24 Upper Brook St London, W1Y 1PD | 071-872 6300 |
| Edinburgh Financial Trust | 2 | 59 | 30 | 2 | 14 Melville St Edinburgh, EH3 7NS | 031-226 4614 |
| James Capel | 2 | 58 | 29 | 2 | 6 Bevis Marks London, EC3A 7JQ | 071-283 5230 |
| Bank of Boston | 2 | 54 | 27 | 8 | 39 Victoria St, Westminster London, SW1H 0ED | 071-799 3333 |
| Swiss Bank Corp | 2 | 39 | 20 | 2 | 1 High Timber St London, EC4V 3SB | 071-329 0329 |
| Unify Trust | 2 | 33 | 17 | 4 | 9 Prescott St London, E1 8BD | 071-481 3110 |
| Garimore | 2 | 20 | 10 | 8 | 2-3 White Hart Yard London, SE1 1NX | 071-782 2000 |
| Guidehouse | 2 | 19 | 10 | 2 | 8-13 Chiswell St London, EC1Y 4UP | 071-628 5858 |
| Standard Chartered/CWB | 1 | 125 | 125 | 12 | 33/38 Gracechurch St London, EC3V 0AX | 071-623 8711 |
| Hill Samuel DC | 1 | 28 | 28 | 16 | 100 Wood St London, EC2P 2AJ | 071-628 8011 |
| Norwich Union VC | 1 | 13 | 13 | 10 | PO Box 53, Surrey St Norwich, NR1 3TE | 0603-683803 |
| ECI | 1 | 12 | 12 | 17 | Brettenham Hse, Lancaster Pl, London, WC2E 7EN | 071-606 1000 |
| Scottish Eastern | | | | 11 | 29 Charlotte Sq Edinburgh, EH2 4HA | 031-225 3811 |
| Sun Life | | | | 10 | 107 Cheapside London, EC2V 8DU | 071-606 7758 |
| Others/no longer active | 34 | 1,531 | 45 | | | |
| None/unknown/duplication | (10) | (1,599) | | | | |
| TOTAL | 321 | 18,790 | 59 | | | |

Qualification: In 1990 plan deals, 2 deals lost or 10 investments made
Cumulative since 1981

Source: KPMG Corporate Finance

This announcement appears as a matter of record only

£7,000,000 MANAGEMENT BUYOUT

of
the business and assets of

DIAL-A-PHONE PLC

by

STERRY LIMITED

Advised by

First Independent Corporate Finance Limited
Cameron Markby Hewitt

Finance provided by

Grosvenor Venture Managers

County Natwest Ventures Limited

July 1991

Back to basics

Continued from page 1
loan finance for the well-structured deal.

The average annual rate of return to the institutions which provided equity capital to buy-outs was 54 per cent, Peat Marwick calculated recently.

Meanwhile, loans to back buy-outs typically earn 2 percentage points or more above base rate, compared with 0.45/0.5 per cent on a typical five-year loan to an A-rated corporate borrower, according to Mr Anton Fawcett, head of

buy-out finance at Barclays Bank.

The deal-makers believe that buy-outs provide such an elegant solution to the problems associated with the disposal of unwanted businesses or of the arrangement of succession in a family company that they will continue to be a permanent feature of the corporate finance scene.

But the financially driven deals of the late 1980s and the fat fees which went with them are unlikely to be revived in the near future, if ever.

VENTURE CAPITAL

The FT proposes to publish this survey on
5 November 1991

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Data source: BMRC Business Survey 1990

FT SURVEYS

PROFILE: Dial-a-Phone

Vote of confidence in management

THE buy-out of Dial-a-Phone, a UK supplier of key telephone systems, "wasn't the easiest deal in the world to do", says Mr Michael Glover, who handled the deal for Grosvenor Venture Managers. The managers had to buy out the receiver, since DAP had been placed in pre-receivership in an effort to revive the company. "It was very, very messy."

One of the problems, he says, was that the previous management "had done some pretty hairy things". Another problem for Mr Glover was that the managers, particularly the managing director, "a very strong character", which was what was needed to carry the business forward - drove a hard bargain.

Dial-a-Phone, set up by a husband-and-wife team, was the first supplier to take advantage of the liberalisation of the telephone market that allowed companies to fix their equipment to British Telecom or Mercury lines. It had grown fast during the boom years of the 1980s, first concentrating on installing telephone systems in the north-west while BT and Mercury were concentrating their efforts further south, and then expanding by offering clients nationwide maintenance contracts.

DAP's main customer was, and still is, TSB, the UK bank, which offers information from one central office in the south-east of England for the price of a local call, irrespective of the call distance. DAP persuaded the TSB calls should be monitored so that callers could be answered by someone with their local dialect. "If you call from Wales, you expect to speak to someone with a Welsh accent," says Mr Glover. This psychology has since been employed by other companies.

By the end of the decade, the company had become the UK's largest independent supplier, installer and maintainer of key telephone systems - a sort of "mini-exchange" on each telephone on staff desks. However, says Mr Glover, "perhaps they thought they'd found the elixir of life", when in fact the improvement in the economy was driving the growth.

The owners began buying companies and overstretched themselves. When things turned bad, says Mr Glover, the company began trying to improve its cash flow. One of the "hairy things" the owners then did was to sell forward maintenance contracts, and financial control went awry.

Repayments on loans from Kleinwort Benson were missed, prompting the merchant bank to bring in John Robinson, former managing director of the UK electrical and electronics distributor Electrocomponents, and Peter Musson as managing director and finance director, to review the situation.

At this stage, according to First Independent, the finance

house that co-ordinated the DAP buy-out "the company had virtually ceased to trade and was in imminent danger of collapse".

Kleinwort's wasn't interested in further long-term funding of the group. The management therefore had to look into finding other backing, which seemed unlikely, or sell the business and assets.

Mr Glover says Grosvenor was the first institutional investor to go to see the managers, last May, while DAP was courting trade buyers. Mr Glover knew Mr Robinson and his past industrial experience, and he says, his colleague, Mr Robert Drummond, "had made money from previous investments" in Mr Robinson's business.

Grosvenor was convinced the new bosses could make a go of it, but felt that four insti-

However messy a deal might turn out to be, the yardstick when deciding whether or not to back a buy-out is whether one believes in the managers

tutions were needed to supply the finance. The managers decided to pursue a buy-in/buy-out in parallel with a possible trade sale of the business.

There therefore followed a tricky period, during which the managers had to distance themselves from the buy-out and provide all necessary information to any interested buyers.

Two trade buyers and the buy-out team made offers. Kleinwort preferred the buy-out plan because it offered the highest price and shortest time to completion - two weeks was the aim.

In the event, it took nearly two months. Time passed, with the managers working long days trying to run the business and negotiate the deal. A complicating factor was that when money had been tight, some maintenance contracts had been sold to Sabre Leasing, a subsidiary of Union Discount. The managers regarded these contracts as essential to the success of the company and had to negotiate their return to DAP.

Kleinwort became reluctant to provide any more money, and financial constraints affected the business.

Then two of the four institutions pulled out, leaving Grosvenor and County NatWest Ventures. No other party could be brought in at the last minute - Mr Glover says the current feeling in the City is "if there's an excuse for not doing a deal, they'll take it" - and with deteriorating trading, a revised, lower price was

offered to Kleinwort's. Kleinwort's accepted, on the understanding that if a sale had not been completed within five days, a receiver would be appointed - unwelcome to the management, but unavoidable.

On July 9, the receiver came in. This gave the management more time to deal with the buy-out while the receiver handled day-to-day trading - and it removed their conflict of interest.

The four members of the buy-out team - Mr Robinson, Mr Musson, Mr Colin Hill, sales director, and Mr Peter Cassidy, technical director - could more easily discuss terms with suppliers that were also unsatisfied creditors of DAP.

The team made a final offer to the receivers within three days, demanding that completion be within 24 hours. At midnight on July 12, the buy-out was completed. DAP Communications and Switch-care Maintenance became a new company called Sterry, in a 27m deal.

Under the final terms, County NatWest and Grosvenor put in £1.8m each. The managers put in £150,000 between them, the rest coming from banks and creditors foregoing what they were owed by DAP. Mr Glover says that gearing, at roughly 1:1, "is the top of the scale these days - but again, says something for the strength of the management" that the institutions were prepared to agree such terms.

Current sales, forecast to grow rapidly, are £15m. The managers have 15 per cent of the equity, which could increase to 25 per cent, depending on the price realised on sale or flotation of the company.

However, Mr Glover stresses that the institutions have only one director between them on a board of five. "Institutional investors should not play at managing companies," he says. Many of Grosvenor's staff, including himself, he says, have industrial management experience and "know what it's like from the other side" when institutions interfere in the running of the company.

DAP's problems are not over yet. The former owners are suing Kleinwort over its handling of the company. The buy-out managers have "a copper-bottomed guarantee" from Kleinwort that indemnifies the company against any litigation, says Mr Glover.

But however messy a deal might turn out to be, his yardstick when deciding whether to back a buy-out is whether he believes in the managers. "I was convinced about the business decision," he says. "If you don't feel comfortable with the management or the business, you shouldn't put your money on the table."

Elisabeth Tacey

Equity providers no longer call the shots

Power shifts towards banks

UP TO the start of the 1990s, reviews of the main participants in the management buy-out market concentrated on the role of the equity providers - the venture capital groups and specialist buy-out funds.

The past 12 months, however, have seen a shift in power away from the equity houses to the banks which provide the loan finance. A combination of the economic downturn, the problems faced by some of the highly-g geared buy-outs completed in the 1980s, and a newly-cautious attitude on the part of the banks themselves have meant that the bankers have become the crucial element in any deal.

"Up to 1989, when the market was in full flow, the deals were put together by the venture capitalists and the merchant bankers, and the clearing banks came in as tail-end charlies," says Mr Malcolm Cameron, in charge of management buy-out finance at National Westminster Bank.

But now that the banks have begun to insist on more conservatively financed deals and have started to exercise their powers to refuse unduly speculative transactions, their backing for a deal is no longer taken for granted. This is in sharp contrast to the 1980s, when competition between the banks for practically any deal meant the deal makers could take the bankers for granted.

In some instances, Mr Cameron reports, teams of buy-out managers are now approaching their bank first to see if a buy-out is feasible, and it is the bank which refers them to one of the equity providers.

In part, this shift of empha-

sis is a result of the withdrawal of many of the overseas banks which piled into the UK buy-out market in the 1980s, says Mr Frank Neale of Philidrew Ventures. Some have withdrawn because of the losses sustained on earlier buy-outs, others because of a change in head-office policy arising from difficulties encountered in other areas of banking. Now that many of the American and Japanese banks have pulled out, the domestic banks have been able to reassert themselves.

The five banks which have been most active in lending to buy-outs over the past 12 months have been NatWest in conjunction with its merchant banking arm County NatWest, Bank of Scotland, Barclays/BZW, Midland/Samuel Montagu and Charterhouse/Royal Bank of Scotland.

Banks have begun to refuse some speculative transactions

Most of the other banks which appear in the table of leading debt arrangers (right) led, or participated in, only one or two deals in the past year. Previously active participants such as Bankers Trust and Standard Chartered led no new deals, according to KPMG Peat Marwick McLintock.

The recent increase in the number of refinancings and restructurings of buy-out companies has made it essential for the equity providers and management teams to know that they can rely on the commitment of their bankers. In the feeble conditions of the late

1980s, many overseas banks took large chunks of debt on to their books only to sell on all, or most of it, to other banks. When problems arose, the syndicate leader frequently had no financial interest in finding a solution.

Some overseas banks have even called on their UK counterparts to take over the leadership of syndicates when companies have run into trouble. Not surprisingly, however, few banks are willing to take on the time-consuming chore of arranging a refinancing for the absentee deal-leader.

While most attention recently has centred on the banks, the equity providers, too, have been under pressure and some of the less committed operators have reduced their involvement. The equity participants have not only suffered losses on some of their deals, they have also been deterred by a decline in the returns which they can expect from buy-outs.

"Only a few of the bigger equity funds are prepared to do deals and play for the longer term," says Mr Geoffrey Westmore of accountants Coopers & Lybrand Deloitte. "A lot will not do deals because the internal rates of return (IRRs) don't look good."

Among the most active equity funds over the past year in terms of deals led have been 3i, County NatWest Ventures, CIN Ventures, Philidrew Ventures and Murray Johnston.

But the recession has meant that, for the first time, the providers of funds are being judged by more demanding criteria than simply their ability to do deals. "Some people in our industry have shown them-

LEADING DEBT ARRANGERS

| | Total no | Total value £m | Av value £m | No of investments |
|--------------------------------|------------|----------------|-------------|-------------------|
| Nat West/County NatWest | 52 | 1,133 | 22 | 75 |
| Bank of Scotland | 46 | 799 | 17 | 86 |
| Barclays/BZW | 34 | 660 | 19 | 53 |
| Midland/Samuel Montagu | 21 | 433 | 21 | 35 |
| Bankers Trust | 19 | 1,417 | 75 | 20 |
| Standard Chartered/CWA | 18 | 1,001 | 56 | 30 |
| Charterhouse/RBS | 18 | 796 | 44 | 33 |
| SecPac | 9 | 247 | 27 | 14 |
| Citibank/Citicorp | 8 | 620 | 78 | 13 |
| Kleinwort Benson | 6 | 144 | 24 | 15 |
| Lloyds | 6 | 67 | 11 | 21 |
| Warburg | 4 | 1,989 | 497 | 4 |
| Chemical | 4 | 1,430 | 358 | 8 |
| Continental | 4 | 87 | 22 | 9 |
| Scandinavian | 4 | 56 | 15 | 4 |
| Manufacturers Hanover | 3 | 50 | 17 | 3 |
| Credit Agricole | 3 | 47 | 16 | 15 |
| CIBC | 3 | 26 | 9 | 16 |
| Den norske | 3 | 21 | 7 | 7 |
| TSB | 3 | 19 | 6 | 4 |
| Toronto-Dominion | 2 | 37 | 19 | 11 |
| 3i | 2 | 12 | 6 | 16 |
| Industrial Bank of Japan | 1 | 108 | 108 | 14 |
| Westpac | 1 | 46 | 46 | 1 |
| Creditanstalt | 1 | 10 | 10 | 19 |
| Long Term Credit Bank of Japan | | | | 17 |
| Allied Irish | | | | 11 |
| Dai-ichi Kangyo | | | | 10 |
| Nippon Credit | | | | 10 |
| Fuji | | | | 8 |
| Sumitomo | | | | 8 |
| Others | 25 | 822 | 33 | |
| None/unknown/duplication | 21 | (29) | | |
| TOTAL | 321 | 12,050 | 38 | |

Qualification: In £10 million plus deals, 3 deals arranged or 8 investments made. Cumulative since 1981. Source: KPMG Corporate Finance

selves to be poor managers of their portfolios in a downturn," says Mr Neale. "Some are too willing to believe what the managers of their portfolio companies tell them instead of taking tough action, while others do nothing and walk away from their investments when they get into trouble."

Mr Neale believes only "four or five" funds will come out of the recession well. Some deal-leaders have asked Philidrew to lead a restructuring of a problem company, he says, even though it was among the smallest participants in the equity syndicate.

Among those equity funds rated most highly by their rivals - even if they have not all been among the most active in completing new £10m plus UK deals over the past year - are Candover Investments, Schroders, CIN Ventures, Morgan Grenfell Development Capital, Barclays Development Capital and 3i.

"The most effective funds are those which, even if they do not have industrial expertise in-house, know when to draw the line and call in the experts," Mr Westmore says.

Charles Batchelor

FORECO LTD

Initial investment for the formation of a new licensed trade company

MURRAY JOHNSTONE

Structured, supported and regulated by Murray Johnstone Limited

SOCK SHOP

£7,100,000 Management Buy-out

SOCK SHOP HOLDINGS LIMITED

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SRH

£16,500,000 Management Buy-out of Systems Technology PLC and Optum Group PLC

SRH plc

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RPC CONTAINERS

£14,000,000 Senior Debt Facilities

to finance the acquisition of the assets of Reedpack Plastics Group from SCA

Arranged and Underwritten by **National Westminster Bank**

NatWest Acquisition Finance

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LA MAISON LA PERSONNE LES LOISIRS

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NelsonHurst

Nelson Hurst Group Limited

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Senior Loan Facilities Jointly Arranged and Underwritten by **Bank of Scotland National Westminster Bank**

NatWest Acquisition Finance

NatWest Acquisition Finance has commissioned a video guide to completing Management Buyouts.

This video, featuring successful deals completed for BSM, Petchurch Insurance Group, Video Arts Limited and Metacorp, provides a valuable guide for potential Management Buyout teams.

For further information please call Malcolm Cameron on 071-920 5348 or 071-454 6271.

NatWest Acquisition Finance

MANAGEMENT BUY-OUTS 6

THE NETHERLANDS

Market still strong

THE DUTCH management buy-out market may still be small by the standards of Anglo-Saxon countries such as the US or the UK, but it is relatively big when compared with Germany, Italy and most other continental economies.

Although the market reached a provisional peak in 1989, it continues to show strong development, buoyed by two main factors which have steadily helped push it along in recent years.

Firstly, the business people who founded successful family-owned companies in the post-war boom of the late 1950s and 1960s are now approaching retirement age. In the absence of a successor in the family, these businesses are increasingly being sold to senior management and staff.

At the same time, big Dutch

In the early years, management buy-outs often resulted from the break-up of Dutch companies under the pressure of recession

companies are refocusing their strategic attention on "core businesses", opening up opportunities for non-core operations to be sold to the managers who run them.

These two reasons for performing a management buy-out stand in sharp contrast to the motives that dominated the market when it was in its infancy in the early 1980s. In the early years, management buy-outs often resulted from the break-up of Dutch companies (usually conglomerates) under the pressure of recession. In essence, the parent company had little choice but to divest, and a management buy-out would seem like the best way of preserving jobs at divisions which could survive independently.

"In the early 1980s, management buy-outs were caused by desperation. Now we're seeing that MBOs are being done as a matter of reasoned business policy, both on the part of the vendors and the buyers," said a Dutch banker, active in the field.

Reliable figures on Dutch MBOs are difficult to compile,

because details of transactions are usually not published in order to protect the privacy of both vendor and buyer. However, by scrutinising the deals that are published and which are then reported in the Dutch press, Mr Hans Bruining, of the Management Buy-Out Research Unit, at Erasmus University, in Rotterdam, has estimated that there were 38 MBOs in the peak year 1989 and that the figure fell to 18 in 1990, a decline which many observers attribute to economic uncertainty spawned by the Gulf crisis.

Mr Bruining says that, in any given year, the number of buy-outs may be two to three times higher than the publicly-acknowledged deals. This view is supported by Dutch bankers and venture-capital specialists.

More than 250 MBOs have been carried out in the Netherlands since 1980, with the amount of funds invested estimated to run to around £1750m (£228.7m) a year. This is not high by US, UK or even French standards, but compared with Germany or Italy, whose domestic economies are significantly larger than that of the Netherlands, the MBO plays a proportionally larger role in the restructuring of business than it does in most parts of continental Europe.

This year, the MBO market seems to have shrugged off the recent slowdown in the Dutch economy. By the summer, 18 buy-outs had been reported in the Dutch financial press, matching the number of transactions registered for 1990 as a whole, says Mr Bruining. The relative strength of the first half of 1991 is widely attributed to the release of pent-up demand following the Gulf war.

The biggest so far this year is believed to have been the £173m (£37.20m) buy-out of Artech Europe from its US parent Artech Corp. With 35 distribution centres around western Europe, and factories in Dublin and the Dutch town of Roermond, Artech Europe claims to be the leading manufacturer and distributor of electronic security and fire-alarm equipment in Europe. The buy-out, completed in July, was arranged by Citicorp Venture Capital and Particuliers

Participatie Maatschappij Amro (which has since been renamed ABN AMRO Participaties), one of several collaborations between the US and Dutch banks.

One potential deal, which may still emerge later this year or next, is an attempted staff buy-out at Het Financieel Dagblad, the daily financial newspaper, whose owner, Mr Hendrik Sijthoff, is retiring. If successful, it would be the most noteworthy example in the Netherlands of employees buying the company for which they work. If the deal cannot be arranged, the newspaper is likely to be sold to a rival publisher or to a group of investors.

MBOs in the Netherlands tend not to be highly leveraged, a reflection of the more innate financial caution of

MBOs in the Netherlands tend not to be highly leveraged, reflecting the financial caution of managers

Dutch managers. "In the Netherlands, people tend to be more conservative about cash-flow financing," Mr Bruining explains.

Another common explanation for the lack of leveraged buy-outs is the consultative role played by a company's works council in large financial transactions. A highly leveraged deal would probably not find favour with employee representatives, because of fears for the company's survival and the continuity of jobs.

Nor are there examples in the Netherlands of "going private", or taking a quoted company off the stock exchange through a bid for the company's shares by management.

Management buy-ins, however, are more common, exemplified by Joop van den Nieuwenhuysen, the young Dutch entrepreneur, whose Bege-man group has bought up a string of ailing metalworking companies and restored them to financial health.

Ronald van de Krol

GERMANY

Fledgling sector is slow to take off

GERMANY has not turned out to be the most fruitful of territories for domestic and foreign exponents of management buy-outs. True, there have been some large deals and quite a few small- and medium-sized ones. And in the struggling east German economy, MBOs have been taken up with a fervour which makes some sceptics in the west shake their heads in wonderment.

But buy-outs have never taken off as they have in some other countries. Many deals in west Germany are not publicised, so it is hard to obtain a satisfactory idea of how large the business is. "MBOs are gaining more acceptance," says Mr Hans-Dieter von Meibom, the head of Pallas Finanz, part of the Luxembourg-based Pallas group. "But it's true that some people see them as a financial gimmick."

Those active on the German buy-out front usually point to two main sources of transactions: the host of Mittelstand (small and medium) businesses, whose family owners may be facing a succession problem; and big international, often US, concerns which want to sell off peripheral or under-performing activities.

In both cases, the new concentration on business opportunities in east Germany has tended to push buy-outs down the list of corporate priorities, at least for the time being. "People have decided not to sell, so the supply [of suitable

buy-out candidates] has shrunk," says Mr Nicholas Ferguson, head of Schroder Ventures of the UK, whose German offshoot has been active on the MBO scene. Schroder was instrumental in pulling off one of the best known buy-outs in Germany -

Higher prices have been demanded for deals as overall stock market values have risen

that of Ex-Cell-O, the machine tool company sold by Textron of the US.

But he sees other reasons, too, why buy-outs have not taken off in the way that some experts hoped. Higher prices have been demanded for deals as overall stock market values have risen. Rising interest rates have also pushed up the financing costs. So whereas specialists such as Schroder like to be involved in deals where the price is roughly five times cash flow, some recent deals done by others have been at seven, eight, or nine times cash flow. "So we've been much quieter," he says.

Mr Ferguson also believes there are more fundamental differences between Germany and countries such as the US, Britain, and France, where buy-outs have been more common. In Germany, there is less

of a tradition of buying and selling companies, something which is reflected in merger and acquisition statistics. Also, there are more publicly quoted companies elsewhere and thus more broadly-based stock markets. This, in turn, spurs companies to enhance profits and thus to dispose of subsidiaries that are not doing well or which do not fit in with the main activity. Along with the other two factors goes a more developed investment banking scene.

It has hardly been to the detriment of the west German economy that most companies are taking a longer term view than are their counterparts in the UK and certainly than those across the Atlantic. Germany's economy is more industrial- than finance-driven, and hence companies' success

The buy-out scene has not been helped by the adverse publicity surrounding some deals in the US

in export markets.

The buy-out scene in Germany has not been helped by the adverse publicity surrounding some of the more spectacular, and controversial, deals in the US. Nor have potential sellers or arrangers of finance been encouraged by the subsequent problems of the DM540m

(£310.30m) buy-out of Lignot, a German car equipment manufacturer, or of some other deals arranged by local investment houses.

In a fledgling market, such setbacks have put a dampener on the market at an early stage in its development. Mr Fried-

rich von der Groeben, the former head of 3i in Germany, now with Metzler Consulting, believes anyway that the financial aspects of deals are not paramount in Germany. "What is needed is the proper entrepreneurial insight," he says.

Mr von der Groeben is also dubious about the much-touted prospects of buy-outs in east Germany. "I'm very cautious. With few exceptions, the opportunities are straight turnarounds or start-ups. The east is not a buy-out situation, but an investment opportunity."

The Treuhander, the east German privatisation agency has seized on buy-outs as a way of selling smaller companies that might otherwise be left stranded. It is still far too early to tell how many of these deals will turn out, although some have already developed acute teething troubles.

One east German buy-out that has got off to a more promising start than many is Industriemontage Merseburg (IMO), a fabrication services operation with a turnover of around DM100m. The transaction was arranged by Pallas which had been impressed with the way IMO had restructured itself, trained its welders and other workers up to west German standards, and gone after business in the west after the border came down.

Finding other such deals in east Germany will not, however, be easy, as Mr von Meibom admits. "There is a lot of confusion there over the MBO concept. Often deals involve financing that has nothing to do with MBOs. And the risks in many potential deals are huge."

In IMO's case the management has a stake of around 10 per cent; the structure of the deal has been tailored to east German conditions, with more initial flexibility in the financing. Whatever the fate of buy-outs in east Germany, the prospects in the economically developed western part of the country appear steady rather than spectacular. "It always has been and will be a relatively small market," says Schroder's Mr Ferguson. Others may hope for more sparkle in coming years, but excitement is likely to be in short supply.

Andrew Fisher

ITALY

Leveraged operations unpopular

ANALYSTS will have little difficulty in doing their sums on this year's Italian buy-out operations. The number finalised during the first eight months of the year can be counted on the fingers of one hand.

Italy is proving a disappointment for proponents of management buy-outs and buy-ins. The numbers confirm that this type of operation has not enjoyed the same success as in other countries," says Mr

Franco Papa, partner with consultants KPMG Peat Marwick. The firm's analysis shows that only 20 operations were completed in 1989/1990. And while the number increased to 31 last year, their average value dropped from £56bn (£25.06m) to £28bn.

Why is Italy an infertile ground for leveraged operations? Mr Papa points to adverse fiscal and economic factors. "Uncertainty over the fiscal treatment of depreciation and financial charges associated with operations has been a handicap. But the main difficulties have been with identifying suitable companies and agreeing appropriate prices."

The slow progress made by Rothschild's Old Court Italian Ventures fund highlights the problems. "We have examined many potential transactions over the past two years, but the prices have been too high. Moreover, the companies that are for sale are not those we want to buy," says Mr Richard Katz, Rothschild Italia's managing director.

Since its launch in July 1989, Old Court Italian Ventures has completed only one transaction. Last November it bought control of the Carpi (Modena) forklift truck maker Lugli, a firm with a turnover of £15bn (£39.4m). Family management has been retained, although the Rothschild fund now has all the equity. Reorganisation is in-hand at what Mr Katz describes as "a very attractive situation."

"But nothing else has come into the net," he says, noting that Old Court Italian Ventures is setting tough criteria in its search for profitable investments.

Business is similarly downbeat at Citicorp, one of the leading players on Italy's buy-out stage. "Problems with buy-outs in the USA have cast their shadows here. High interest rates are an obstacle to leveraged operations. The economic situation makes this a very difficult time to get deals off the ground," says Mr Dante Razzano, head of corporate finance.

The need to finance through cash flow is a deterrent. "Cash

porate accounts are significantly worse this year, so paying off debt and other financing incurred for leveraged buy-outs and buy-ins is a problem," says Mr Guido Belli at Invest, a leading institution that has successfully closed 15 operations, mainly in the past four years.

"But in spite of worsening

Operations in 1990

Composition

MBO 48.4% MBI 48.4% FBO 3.2%

Reasons

Reorganisation 6.4% Disinvestment 61.3%

Privatisation 6.4% Succession 25.9%

Sources: KPMG Peat Marwick

company performance, prices have not fallen. We completed two buy-ins and one leveraged acquisition through a subsidiary in 1990. So far this year we have done nothing, although two transactions are in the closing phase," says Mr Belli.

When Italian finance started to be aware of the buy-out, it was widely thought that there would be great interest from family firms. It was argued that this form of operation would be suitable for resolving the problems faced by Italy's family-owned companies as

ownership passed from first and second to second and third generations.

"Expectations of a boom in family buy-outs have not been realised," says Mr Razzano.

This low level of interest of Italians in buying out their brothers, sisters, cousins and other kith and kin from their family businesses is shown by KPMG Peat Marwick's analysis. There was only one FBO among the 31 operations completed last year, although eight were undertaken for reasons of succession.

Fifteen operations were buy-outs promoted by managers within the firms, the other 15 being MBIs involving the insertion of new managers from outside. In 19 of the 31 cases recorded last year, the operations were the result of disinvestment decisions. The most significant was the dis-

posal of Grove, the oil/gas pipeline valve and regulator maker, by its Canadian parent Nova Corporation. There were two cases of MBOs arising from privatisation: Italtractor, from the IRI state holding corporation, and Cedit, from the GEPI state industrial lifeboat.

The figures show that MBOs, MBIs and FBOs in Italy have generally involved small firms.

There were no operations last year involving companies with turnover exceeding £300bn. The biggest four were in the £100bn to £300bn range.

Twelve concerned firms whose turnover was less than £20bn. "Targets' turnover must be sufficient to justify the operation," says Mr Papa.

However, small operations involve low levels of financing; the absence of mega deals in Italy means the absence of mega debt. Figures from KPMG Peat Marwick for the 21 operations in which details were given of financial structure show that equity accounted for £135bn, senior debt for £339bn and mezzanine, vendor notes and deferred payments for £104bn. The 3.3 debt to equity ratio of last year's operations was 0.8 lower than in 1989/1990.

"Everyone focuses on leverage. But the critical factor is management," says the chief executive of an MBI operation in northern Italy. "There

should be total transfer of equity to the new owner. The former 'padroni' must be excluded and new owner's management must make its presence felt immediately. Old favours must be removed and inefficiencies tackled.

"Motivating employees to improve performance when their company is being shaken up is not easy. But it has to be done effectively to enhance the exit value, and rapidly if quick

returns are sought on the operation."

Mr Katz at Rothschild Italia takes a less pressured approach towards Old Court Italian Ventures' first investment. "There is no urgency for exit. In other countries, or in better conditions in Italy, stock market quotation would be a strong possibility for exiting from Lugli."

"Without improvements in the market, a trade sale seems most likely, although we want to see the company develop significantly before then."

'Some good candidates are starting to appear, although prices need to drop'

Indeed, Mr Katz's attention is probably taken more by the task of entering other Italian companies than by exiting from Lugli. "The generational changes that are taking place and the concern that many small and medium sized enterprises have about their capacity to compete after 1992 will lead to more buy-out and buy-in opportunities. In 1991's tougher conditions some good candidates are starting to appear, although prices need to drop," says Mr Katz.

"With economic forecasts threatening a difficult 1992, opportunities will start to occur. Firms will be more realistic in the prices they ask. We will see more transactions next year," predicts Mr Belli, noting that Invest is currently discussing six deals.

Two to three years ago, MBOs, MBIs and FBOs were the source of great enthusiasm among Milan merchant bankers. Is Mr Belli forecasting another false spring? The next 12 to 18 months will show whether leveraged buy-outs and buy-ins are becoming an acceptable mechanism for financing changes of company ownership in Italy.

David Lane

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MANAGEMENT BUY-OUTS 7

FRANCE

Discussion of laws part of wider transmission debate

THE "transmission" or transfer of businesses is set to become one of the more obscure, but important debates of this autumn's French parliamentary session. Obscure because few in either government or opposition understand the issues or technicalities, and important because over a quarter of the businesses in the country have problems of succession.

The present laws governing management buy-outs will be discussed as part of the wider

could have all its interest costs repaid by the state, after 1987 only the interest corresponding to the company's tax burden would be repaid. And the interest relief was calculated at standard corporate tax rates of 37 per cent (now 34 per cent), rather than the 42 per cent tax paid on dividends the normal method of transferring profits to the minority partner.

Since 1988, the importance of RES-type MBOs has continued for small companies, but has been almost non-existent for larger ones, which have opted for fiscal integration.

One of the exceptions to this trend was Darty, the household goods retailer, which was sold to management for FF7.1bn in 1988. This was unusual in that the owner had deliberately prepared the ground for his succession and significant numbers of employees were already shareholders, making the 25-30 per cent staff holding easier to achieve. Darty's RES was also considerably helped by the then buoyant economic climate.

For most of the other large buy-outs such as the record-breaking takeover of fire extinguisher maker, Sicil, fiscal integration has become more important. This method, introduced in 1987 by the right wing

during France's brief period of political cohabitation, allows the company being bought out and the management doing the taking over to consolidate their taxable incomes. It gives total fiscal transparency, but requires the buy-out team to have over 95 per cent of the new company.

The socialist parliamentary deputy, Mr Roger Marchart, has prepared a report proposing a softening of the requirements without lessening the tax burden. This is being discussed with the tax authorities.

The 1987 amendments made RES-type MBOs easier, but less attractive. Whereas previously the new holding company

proposed a number of alternatives that combine the existing two systems - because RESs do not work for the bigger deals and because fiscal integration imposes requirements that are too difficult for smaller businesses to achieve.

One such combination suggests that the two systems are proportionately phased, depending on the degree of control achieved. Below a threshold of, say 70 per cent, the RES system could apply, and above it fiscal integration.

Management buy-outs are increasingly being seen as a way of handing over control to friendly forces

The Roger Marchart proposals being aired, derived from the American "squeeze out" system, may force minority holders to participate in the buy-out or get out, leaving management to manage. But in case this is seen as unfair on the original owners, the minority owners should be offered the choice of being immediately reimbursed in cash or a mixture of cash and shares in the same proportion as has been acquired by the new company.

The Roger Marchart system is also understood to set minimum numbers of staff participants in the buy-out team. If set too high this could rapidly lead to a dilution of control, with managements giving single shares to friends and relations in order to qualify.

If the technicalities are a source of controversy, there is little debate about the need for improvements. A demographic time-bomb is ticking. A quarter of the 40,000 firms in France employing between 50 and 1,000 staff have in the last 10 years had to change hands because of the retirement of their owner, and 10 per cent of all business failures in France are due to the failure to resolve the difficulties of handing over businesses.

More failures are waiting to happen - according to INSEE,

the ministry of finance statistics arm, some 80 per cent of these small- and medium-size enterprises, which are typically family owned, were founded before 1955 in the post-war economic boom.

Management buy-outs are increasingly being seen as a way of handing over control to friendly forces and solving problems of succession - although the number of firms taking this route are as yet small. MBO statistics are hard to come by, but in 1990 there were only about 100 and, according to Nottingham University there have only been some 300 in France in the past decade.

MBOs still have a wobbly reputation in France, in part due to fears of high gearing (debt to equity ratio) and in part because of large MBO failures abroad. LBO France, the biggest French MBO adviser and backer, says that in reality the proportion of RES failures has been small in France. It notes that this has also been the case in the US, but the few that have failed there have been more spectacular.

Similarly, LBO France estimates that the average level of gearing in French MBOs is now between two and three. This was higher in the economic boom between 1987 and 1989 but has fallen back as anticipated returns have shrunk and as the reasons for selling have reverted more towards fundamentals rather than speculation.

Tougher times are forcing more divestments of non-core subsidiaries and at the same time reducing the number of potential buyers in the market. A motivated management makes an ideal purchaser without handing a subsidiary to a competitor.

Workable new MBO laws will be welcomed by most French financial operators, particularly the thrusting young generation of managers who are increasingly open to stockmarket operations and Anglo-Saxon financing techniques.

Patrick Frater

THE UNITED STATES

The number of leveraged buy-outs is in sharp decline

THERE is a widespread perception that leveraged buy-outs are dead. They were, after all, a symbol of the 80s with its easy money and frenzy of financially-driven deals, and everyone knows that this era is over.

To a large extent, that view is correct. Some numbers, collated by Venture Economics, paint the broad picture clearly. They show 61 LBO deals being closed during the first half of 1991, with a combined value of \$4.1bn.

That compares with 99 deals in the same period of 1990, when the aggregate value reached \$11bn, almost three times the current year's level.

Comparisons with the first half of 1989 are even more startling. In that period, some 154 LBOs were concluded and the value of these deals was a staggering \$24bn. This figure excludes the record-breaking \$25.2bn RJR Nabisco buy-out which closed in March 1989.

One important reason for the dramatic slump in LBO activity - certainly as far as the US is concerned, and probably other countries as well - is simple: LBOs depended heavily on bank finance. And, as the US commercial banking sector - beset by bad real estate-related loans and its existing

exposure to souring highly-leveraged transactions (HLTs) - battles to get its capital ratios into better shape, this source of funding has largely dried up.

However, the LBO business has not become extinct and there are large areas of grey even if the overall picture looks black. For example, the "small deal" market has shown a relatively mild decline. Venture Economics calculates that of the 61 deals completed in the first half of 1991, 51 involved transactions under \$50m.

The combined value of these "small transactions" was \$283m, only 16 per cent less than the \$338m seen for the same category during the first half of 1990.

At the other end of the spectrum, deals over the \$250m mark have fallen away with a vengeance. There were 10 deals in this category in the first half of 1990, with a total value of \$8.88bn. This compares with only four transactions in the same period during 1991, and their combined worth was a mere \$2.88bn.

In terms of transaction type, virtually all the 1991 deals (measured by dollar volume) stemmed from divestitures. In 1990, the range of rationale for deals was much broader.

But if much of the LBO busi-

ness has died, the LBO funds have not. These consist of fairly sizeable pools of cash raised by both mainstream investment banks and buy-out specialists when leveraged deals were all the rage. Some of the older funds are fairly fully invested; others are sitting on millions of spare dollars. One recent estimate suggested that there might be as much as \$10bn to be invested.

Accordingly, managers of these funds have tended to refine their investment parameters. Buy-out groups which had previously made control a key requisite of any investment have shown a greater willingness to take minority stakes; and deals of a restructuring nature, rather than a conventionally defined "buy-out" have been entertained.

For example, Kohlberg Kravis Roberts, perhaps the most renowned LBO specialist, led a group of investors who injected \$93m into Fleet/Norstar, as a key element in Fleet's bid for the failed Bank of New England. The money bought a potential stake of only 18.5 per cent in Fleet/Norstar, but won KKR its first entrance to the banking arena.

As for existing LBOs, they have been spawning a very different industry in recent

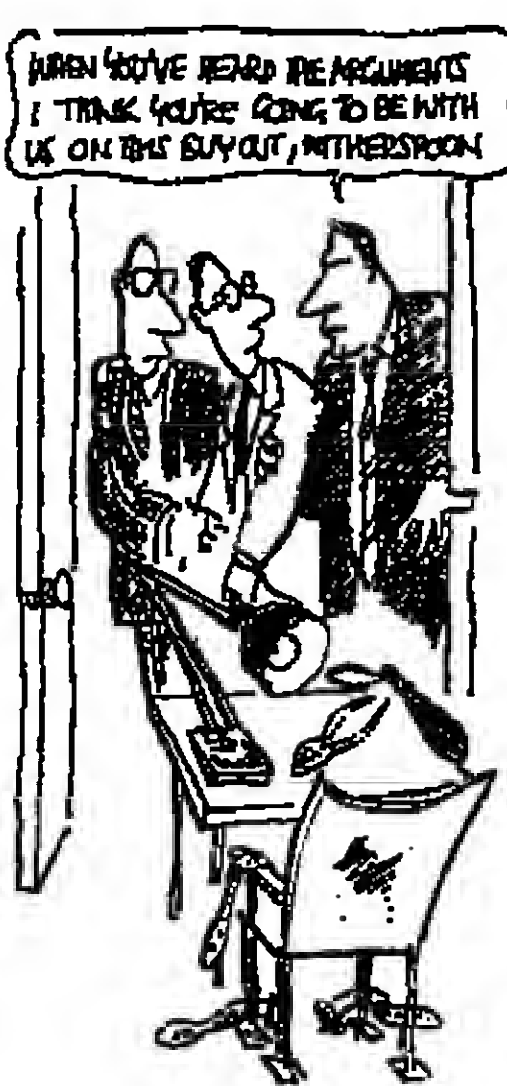
months. Some have been forced into debt restructuring deals as the combination of recession and hefty debt levels have taken their toll; others have chosen to reorganise their capital structures, in general replacing the debt element by equity.

This latter trend was facilitated when share prices rose sharply in the first quarter of 1991. Quickly, LBOs from the 1980s - including batteries group, Duracell, AnnTaylor Stores, and Interstate Bakeries - issued new shares, bringing down the degree of leverage.

In part, such voluntary manoeuvres are simply aimed at bringing down borrowing costs. In part, however, they are also designed to help companies shed their HLT status, in turn making them more attractive customers for the banking and investment sector.

America's largest LBO, RJR Nabisco, has been a notable participant in this trend, issuing both new equity and new junk bonds - allowing it to pay down its most expensive debt. The tobacco and food group has yet to move to investment grade status, but this suggestion is no longer greeted with incredulity by analysts.

Nikki Taft



NUMBER & VALUES OF BUY-OUTS AND BUY-INS IN EUROPE IN 1989 & 1990

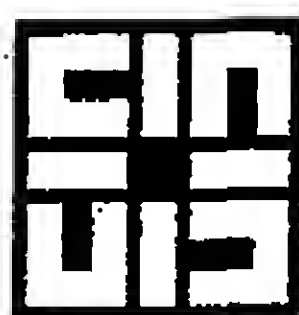
| Country | Number | | Value (£m) | |
|-------------|--------|------|------------|-------|
| | 1989 | 1990 | 1989 | 1990 |
| Austria | 5 | 8 | 80 | 45 |
| Belgium | 13 | 8 | 79 | 97 |
| Denmark | 32 | 27 | 168 | 110 |
| Finland | 16 | 25 | 73 | 67 |
| France | 130 | 150 | 880 | 1,755 |
| Germany | 25 | 38 | 485 | 282 |
| Ireland | 12 | 15 | 20 | 80 |
| Italy | 23 | 27 | 360 | 321 |
| Netherlands | 45 | 33 | 211 | 90 |
| Norway | 8 | 10 | 12 | 132 |
| Portugal | | 4 | | 15 |
| Spain | 12 | 15 | 60 | 70 |
| Sweden | 32 | 40 | 785 | 780 |
| Switzerland | 21 | 13 | 100 | 208 |
| UK | 517 | 572 | 7,487 | 3,170 |

Source: CIBOR

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MANAGEMENT BUY-OUTS 9

| LARGER MBOs 1981/1991 | | | | | |
|-----------------------|--|---|--|---|--|
| 1981/84 | 1985 | 1986 | 1987 | | |
| 10-25 | Famous Names(8) Isis (8) Stanley Gibbons (9) SPP Group (9) E and Am Ins (10) Hornby(10) Tibbet & Britten (10) Thermalite (13) Glensagles (14) Anasone (14) Victaulic (14) Stone (18) Westbury (18) Amalg Foods (21) DRI (22) Paragon (24) | Brymon Airways (9) Evans Halshaw (10) Cullens (10) Bison (10) Willis Faber (10) KDG Instruments (11) Essanette (11) European Ind Ser (12) A.J. Archer (13) Record Ridgway (13) Secure Homes (13) Royco (13) Bellwinch (13) Ellerman Lines (15) V Thornycroft (18) Wades (19) Bradstock Ins (20) | Exacta(10) Acal (10) Joyes Hygiene (11) Maccusa 1 (11) Partco (11) Trend (12) Furmanite (12) Gomme (12) Cundell Corrugated (13) Intercraft Designs (15) Nestor BNA (15) Computing Devices (19) Technitron (21) Berkertex (23) | Leyland Bus (10) RFS Industries (10) Life Sciences Int (11) Venture Plant (11) Porth Dec Products (12) Holliday Dyes (12) Janson Green (13) New Scotland Ins (15) AVO (15) Sarco (15) Gold Crown Foods (15) Aqualisa Products (16) Aynsley China (18) | |
| 25-50 | Hugin (26) Wordplex (26) Allenwest (29) Timson (42) First Leisure (44) Collier (47) | Haleworth (25) GBE Int (25) Evans Healthcare (34) UK Paper (38) Norwest Holst (45) Gillow (45) City Merchant Dev (46) | Utd News Shops 1 (29) Clares Equipment (29) Crown House Eng (36) Raleigh (42) Rentco (43) | | |
| 50-100 | Target (50) NFC (58) | St Regis (52) Haden (50) Caradon (58) Mallinson-Denny (59) Mecca Leisure (58) | Fairey Group (51) TIP Europe (60) Parker Pen (74) United Machinery (66) | BT (50) Unipart (52) Pontins (55) Assoc Fresh Foods (68) Utd Precision Ind (76) Moore's Furniture (80) | |
| 100-250 | | | Premier Brands (100) VSEL (115) | Wickes (120) Int Leisure (157) Compass (160) ASW (181) Lee Int (188) Humbercycle Inv (205) | |
| 250+ | *Kingfisher (310) | Lawson Mardon (280) | | Hays (255) MFI/Hygien (718) | |

| (total funding in £m) | | | | |
|---|---|---|---|--|
| 1988 | 1989 | 1990 | 1991 (to date) | |
| Kirkless Chemicals (10) Radstone Tech (10) Celebrity CP (10) National Express (11) Lowfield (11) Burlington Int (12) Motor World (13) Burn Stewart (13) AMG Inds (13) Harrap Publishing (13) Autoclenz (13) Clairmont (14) Grand Transport Systems (14) Lowndes Lambert (16) Grampian CF (18) Peerless (18) Maccusa II (18) ABI Caravans (20) John Perring (21) Welland Homes (21) Travellers Fare (21) European Brands (21) British Air Ferries (22) Yorkshire Rider (23) | Busways (10) Citylab (10) Rosenthal (10) Fine Art Wallcovering (10) Range Valley (11) Abacus (11) Seckera Silks (11) Coin Industries (11) Mason Caurette (11) Lancashire Enterprises (11) Halg Castle (12) Golden West Foods (13) Severn (13) Tallent Eng (13) Horlicks Farms & Dairies (13) Valor Stoves (14) Country Casuals (14) Country Holidays (14) BREL (14) Eurovein (14) Hill Leigh (15) May Gurney (15) British Air Ferries (15) Exide Batteries (16) Wilcomatic (17) Geest CD (17) Godiva (17) Britannia Data Mgt (18) Barbour Campbell (18) Merade (20) Solicitors' Law Stat Soc (20) ServiceTec (20) Harland & Wolff (21) Slade (21) Thames Int (22) Rubatex (22) Hamleys (24) | Mercury SDS (10) Davenham (10) Viscount Catering (10) Peter Cox (10) Wilcox (10) Chemical Manuf & Refin (10) Morris Homes (10) Saith (10) Fairmead (10) Anglian Fast Food (10) SMT Omnibuses (10) Lambert Smith Hampton (10) Astra Training Services (11) East Lanes Paper Mill (11) Edson Williams (11) Juliana Sound Services (11) Fogarty (12) Licensed Clothing (12) Camb. Capacitors (12) Premium Life (12) Deb Group (12) John Wilman (12) Cannons (14) Thermos (14) Wakebourne (14) English Glass (15) Lydlashoume (15) Canonbury (15) Betta Stores (16) Kosset Carpets (16) Hoare Govett (16) Macfarlan Smith (17) Goldcrest (17) Alexander Drew (19) Flexpack (20) Staffs Tableware (20) Wimpy Restaurants (20) Toplis & Harding (21) WW (21) Saga (24) Bateys (24) | Pleasureworld (10) Blanco (11) Boythorpe (11) Arncliffe Homes (11) Dawlance (12) Gibson International (12) Lodge Care (13) Silex Security Prods (15) Systems Reliability (16) Eagle Taverns (17) Kingsrange (17) BrightReasons (18) DRG Litho Supplies (23) PL Holdings (24) | |
| Gooding (26) FAC Lilley (27) Harveys Furnishings (28) Mono Pumps (29) Eurocamp (32) UK Shoe (36) Dwek (37) Needwood (38) VF Int (38) Alma (40) Goldsmiths (40) Sheffield F'masters (42) | Elizabeth Shaw (25) Aspinall Curzon (25) AEC (28) Beacon (29) Trinity (31) Bell Fruit (32) Fenchurch Insurance (32) Court Cavendish (33) Norwich Corrugated (36) Britania (36) Nottingham Group (37) MBS (41) Video Arts (44) Moco Int (45) Healthall (46) Hillingworth Morris (48) | Keller (26) Hozelock (27) Ravenhead (27) Roxboro (31) Appledore (31) Utd News Shops II (33) Normand Motor (34) Utd Pressings & Fabric (36) Inverack (40) Br School of Motoring (42) Walter Alexander (42) David Brown (48) | *Lyric Hotels (26) Conder Products (34) Eurovein II (34) RPC Containers (37) Nelson Hurst (38) MediMedia (41) | |
| *Financial Ins (55) York Trailer (61) Glass Glens (62) EIP (66) ITC (70) Lewis's (74) Palmer & Harvey (85) Response (87) IMS Lyrcate (96) | MCD (52) Tyzzack (52) Crockfords (53) United Carriers (55) Gill & Duffus (55) Kenwood (68) Square Grip (68) Highland Participants (73) James Neill (73) Strand VCI (89) | Hay Group (50) West Midlands Travel (50) Fallowrang (73) Really Useful (77) Anglian Windows (84) | | |
| Invergordon (116) British Fuels (134) Hollis (146) Argus Press (207) Virgin (248) | Ryan (113) London Club (125) Maritime Transport Svcs (155) MW Marshall (175) Charles Church (203) | Landhurst (158) Yardley Lanthieric (160) Jarvis Hotels (215) | Taunton Cider (101) Data Sciences (103) Devro (108) Field Packaging (121) | |
| *Cope Allman (265) BPPC (273) Bricom Inds (405) Lowndes Queensway (450) Redpack (805) | Alders (260) Magnet (667) Gateway (2,375) | Del Monte Foods (258) | | |

Larger management buy-outs are taken as those with total funding of over £10m (subject to allowance for inflation until 1988) UK MBOs include MBOs (indicated by an asterisk), but exclude

leveraged acquisitions where the manager's stake is incidental, refinancings and UK listings of businesses with overseas head offices

Source: KPMG Corporate Finance

Hester Thomas finds the benefits of Esops have yet to be seen

UK slow to embrace idea of employee share ownership

EMPLOYEE share ownership plans, or Esops, are often best introduced when a company is undergoing big share ownership changes. Hence approximately 20 per cent of the 50 Esops so far organised in the UK have been completed during management buy-outs. However, despite the opportunities they offer for rewarding and motivating the workforce, Esops have yet to become truly popular in the UK.

Part of the reason for that may lie with the investment community. Few institutions have been involved in Esops and the prevailing view, says Mr Charles Gonszor, partner at Philmore Ventures, "is that they're tricky things to put in place".

Those who have been involved in setting up Esops during MBOs take a different view. "It's not complicated," says Mr Robin Blagburn, senior corporate finance manager at Unity Trust Bank. "All you're doing is introducing one extra share-holder, the employee benefit trust (EBT), around the table during the MBO. And the trust can be set up quickly."

Esops are a means by which employees can acquire a large share-holding in their company, whether public or private, without necessarily laying out personal capital. Although Esops can be tailored to meet a company's requirements, the general arrangement remains the same.

The company sets up an EBT to acquire some of its shares. The trust buys shares from an existing share-holder using proceeds from a loan guaranteed by the company and serviced by the company's cash flow. Repayments are tax efficient because payments from the company to the EBT are treated as payments to employees, while the Trust uses the funds to repay the principal of the loan as well as meet interest charges.

Shares are then distributed to employees, usually through an Inland Revenue approved profit sharing trust (PST). Although shares can be sold to employees, most are gifted by the company. As long as the shares are held for five years, employees pay no income tax on the sale of gifted shares. The EBT can re-purchase shares from employees, creating an internal market for the benefit of all of the workforce.

RFS Industries Group, a £4.75m management buy-out of



the British Rail Engineering works at Doncaster, set up its Esop in 1987. "We wanted to ensure employees would feel part of the new culture we were fostering," says company secretary Mr Robert Johnson. The Esop acquired 13 per cent of the company, with all employees entitled to shares after a six month qualifying period.

At the first issue in 1988, employees received 17 shares, each valued at 25. In 1989, with the shares valued at £17.50, the company offered each employee three free shares and the opportunity to buy three more. Half of the 900 employees put their money into the group - a positive sign, says Mr Johnson, of workers' belief in their company. The money received allowed the Esop to repay its loan to Unity Trust Bank of around £36,000 and to meet its capital gains tax liabilities on the profit from the sale.

Since then further gifts and offers to purchase shares have been made to the workforce, although the share price fell to £13.50 in 1991. The EBT has offered to buy back a number of shares from employees and ex-employees at this latest price less income tax, allowing employees to realise £12 per share. The majority of ex-employees sold their shares while most employees chose to hold.

According to Mr Malcolm Howitt, managing director, "we'd been planning the Esop since 1988 when the local authorities agreed in principle to the sale". He believes an Esop is an ideal way of acquiring a company. "It provides a means of raising a proportion of the cash while also gaining employee involvement."

The advertising group Collet Dickinson Pearce (CDP) set up its Esop in December 1990 during a company restructuring following an earlier MBO. As a service company, employees are its main assets. The Esop shares will be offered to key staff throughout Europe as "a financial and emotive incentive to encourage them to stay with the group long-term", explains commercial director Mr Stephen O'Brien.

Just how easy or difficult it is to set up an Esop seems to depend on a company's commitment to it. "During an MBO people are inundated with advisers and anything extra, such as an Esop, is seen as a complication," says Mr Malcolm Hurlston, director of the Esop Centre, a non-profit organisation established to encourage Esops. The centre plans to have a model Esop available by October, "making it much cheaper and easier to set up", says Mr Hurlston.

According to Mr George Robinson, Barclays Bank's head of Esops financing, its bank charges and legal costs gener-

ally should not exceed £100,000 or 1 per cent of a £10m buy-out. RFS Industries Group paid approximately £30,000 to set up its Esop and spends a further £15,000 annually on administrative costs.

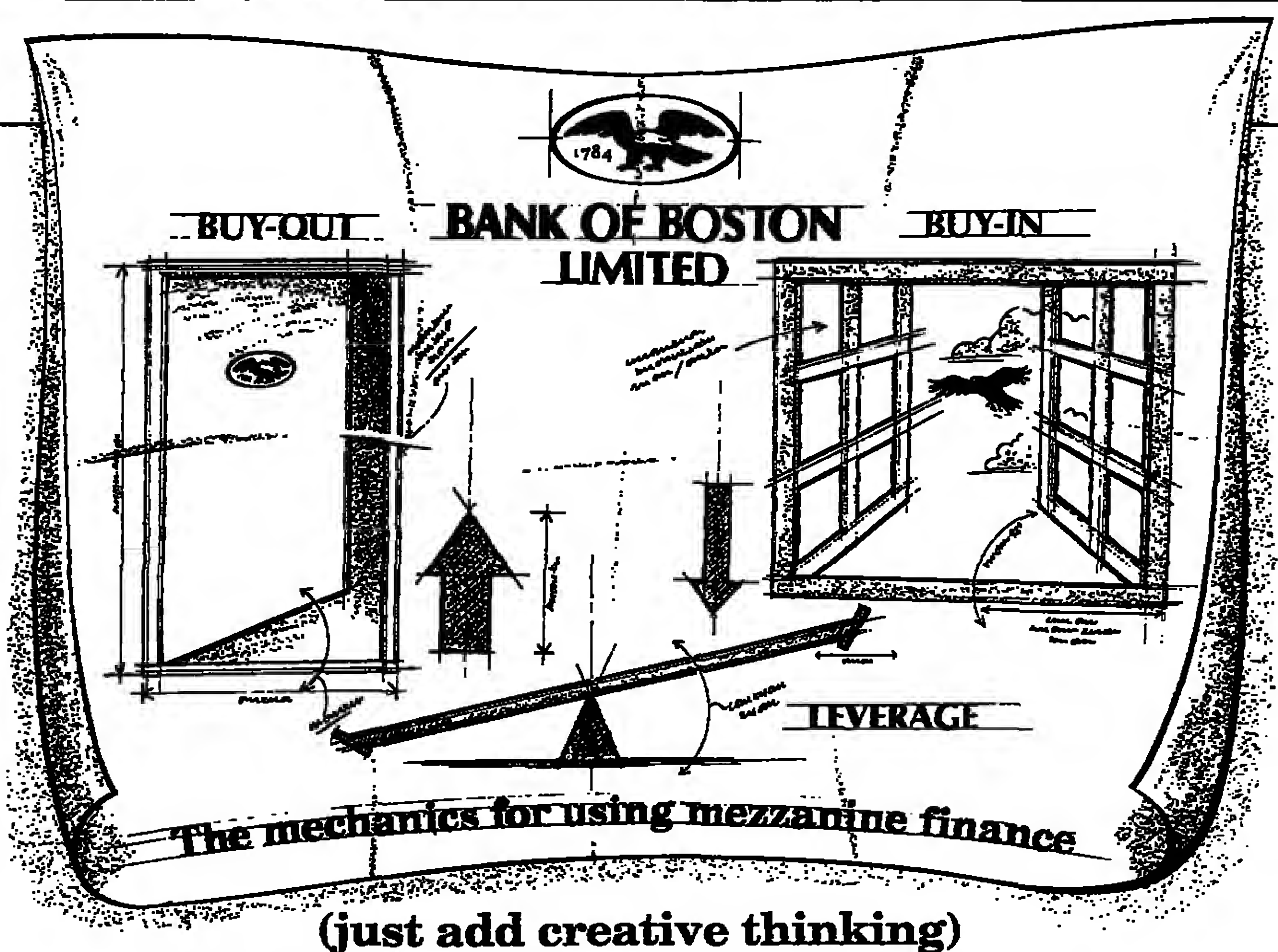
Undoubtedly an Esop can provide many benefits. The company is able to raise new capital from within and should be able to obtain corporation tax relief not only on the interest but also on the principal elements of the associated borrowings. Employees are given a reward for their services and, as shareholders, can participate in the company. Shareholders have the chance to realise part of their holding without bringing in outside capital; and a ready market is created for share dealing in a private company.

However, Esops are not without their risks. "The borrowings needed to set up the Esop can be burdensome, especially in recessionary times," says Mr Hurlston. As with all shares, the price may go down as well as up and employees could find that what once looked like a generous gift may be worth little at the point where they can sell.

There may also be no market for the shares: in a private company employees can only really sell shares when the EBT or other employees are prepared to buy them. Furthermore, unless there are preference shares, dividends are only likely to be paid once the company is in profit and has made suitable provisions for the repayment of loans. For the Esop to run well, the company must maintain good communications with staff.

While some companies will view this as positive, many may see it as an onerous task they could well do without. Perhaps the biggest risk of all lies in the management team. Are they capable of making the company highly successful?

Nevertheless, of those who have Esops, all are positive about their worth. "The Esop has meant we can provide employees with an incentive in the early years of our company and when we could not afford to pay a bonus," says Mr Johnson. "But the full benefit of the Esop lies in the long-term when we have a dividend policy and there is an open market for the buying and selling of shares."



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MANAGEMENT BUY-OUTS 10

PROFILE: Sitex

Company doctor finds a 'piece of action'

KEITH WILLIAMS is an engineer by training and a trouble shooting company doctor by occupation. He has a fondness for getting his "hands dirty" and a head for business and management. It has won him friends in the City. In July, it won him his first company.

After eight years as a much-travelled management consultant tending to ailing engineering companies, Mr Williams set his sights on a "company of his own". Sitex Security Products was the target. Mr Williams is now its chief executive, the result of a £13.8m management buy-in and buy-out.

Sitex is a London based fitter of security grills and doors whose 70-odd fitters mostly attend to Britain's inner city estates: vandalism, squatting and the physical ills of urban life mean work for Sitex. It was founded in 1981, grew rapidly and three years ago was sold to Turnbull Scott Holdings, a property and shipping group.

Sitex continued to perform well (today it has a £7m turnover); its parent did not. Burdened by heavy borrowings, Turnbull decided

consider a buy-out. Neither had any experience of buy-outs nor any previous dealings with the City.

In February, Mr Williams heard of Sitex's sale "through the grapevine" and immediately made a telephone

Brooker and Willis realised that Williams — the buy-in element — had City connections

call to Mr Brooker. "It was a completely cold call," says Mr Williams, "and I'm sure the initial reaction from Ian was, 'Well, here's an outsider trying to take control of a company I've been running on a daily basis for the past year'."

Whatever Mr Brooker and Mr Williams' initial misgivings, they realised that Mr Williams — the buy-in element — had City connections. Philbrew Ventures, a venture capital firm, was alerted by Mr Williams, who was confident Sitex would satisfy its requirements for backing a proposed venture: it was a profitable company with entrepreneurial flair and with a young buy-in/buy-out team waiting in the wings. Its product/service was also recession-proof.

At Philbrew, Mr Williams was regarded as a capable operator. Mr Charles Gonzor, the Philbrew partner who

Philbrew's final, successful bid was not the highest but it was in a strong position. And so it proved

structured the Sitex buy-out/buy-in deal, had known him from their days at Coopers & Lybrand, the accountants, where they had once both



The buy-out team on the Sitex deal: From left, Ruth Storm of Philbrew Ventures, which led the buy-out; and Sitex's Ian Brooker, commercial director; Bernard Willis, financial director; and Keith Williams, chief executive officer.

worked. Mr Gonzor had moved on to Citicorp, for whom Mr Williams performed several "company surgeries" during the 1980s.

By March, Turnbull produced a short-list of bidders which included the buy-in/buy-out team and several trade bidders, including Hays and Reliance Securities. In April, Philbrew presented its preliminary offer.

Turnbull was keen to sell quickly. And it wanted cash up front. Any request for deferred payments would hinder a bid, while seeking shareholder approval for the purchase would delay the process. Philbrew knew that these factors would prejudice the rival bids.

Certainly Philbrew's final, successful bid was not the highest but as a financial bidder which could move swiftly, it was in a strong position. And so it proved.

By May, the balance of opinion favoured a buy-out/buy-in. Turnbull introduced a shut-out — it allowed Philbrew to proceed exclusively and produce its final package

| LEADING ACCOUNTANTS | |
|--------------------------------------|-------------|
| | No of deals |
| KPMG Peat Marwick | 107 |
| Coopers & Lybrand Deloitte | 55 |
| Pricewaterhouse | 42 |
| Touche Ross | 38 |
| Ernst & Young | 30 |
| Arthur Andersen | 25 |
| Others/none/not known/ (duplication) | 24 |
| TOTAL | 321 |

Source: KPMG Corporate Finance

within three weeks.

"In effect it meant the deal was won. For the next three weeks we worked around the clock putting together the business plan and completing the due diligence process."

But at this stage there was still some unease on the part of Mr Brooker and Mr Willis at the thought of an outsider coming in and taking over as chief executive. Several critical topics still had to be thrashed out. Foremost was defining the

roles of the three men and finalising their remuneration packages.

"There were some difficult moments. I said the institutions would not back us unless we were united. And unless we were, then I would not want to proceed. We had a long session in which we collectively reached an agreed position. On pay and shareholdings, we each got what we had sought. It took about four days for it to settle down," says Mr Williams.

Also, since Philbrew would continue working with the team after completion (it has a non-executive director on the board) it was vital the three men were willing partners. If not, then Philbrew's investment would be jeopardised.

In addition, an unwelcome diversion for Mr Brooker and Mr Willis was that as directors, they were obliged to make presentations to other prospective buyers at the same time as putting together their own package.

On May 24 Philbrew's offer of £13.8 was accepted. The total

package, including legal fees (Philbrew's alone was £230,000) and accountants fees (£50,000), was £14.5.

This comprised £1m in ordinary shares (of which Philbrew took up 780,000, venture capitalists Intermediate Capital Group (ICG) 70,000, and Sitex management 150,000); £4.5m worth of shareholder stock which was wholly subscribed by Philbrew; £5m of loans provided by Bank of Scotland; £2m of loans by ICG, and an additional £2m of working capital from the Bank of Scotland.

Williams, Brooker and Willis took up 15 per cent of the

'For us the attraction of the deal was a management headed by a man whose track record we knew'

ordinary shares. This was divided between Mr Williams (4 per cent or £40,000 worth of shares), Mr Brooker and Mr Willis (5 per cent each, £30,000

ANALYSIS OF MBOs by quarter

| MBOs over £10m | | | | | |
|----------------|----|------------|---------|--------------------------------|------------------|
| Quart | No | Value (£m) | Av (£m) | Est value of smaller MBOs (£m) | Total value (£m) |
| 1985 | | | | | |
| I | 5 | 60 | 12 | 50 | 110 |
| II | 4 | 100 | 25 | 50 | 150 |
| III | 5 | 450 | 90 | 50 | 500 |
| IV | 9 | 280 | 29 | 50 | 310 |
| | 23 | 870 | 38 | 200 | 1,070 |
| 1986 | | | | | |
| I | 4 | 220 | 55 | 90 | 310 |
| II | 10 | 410 | 41 | 90 | 500 |
| III | 6 | 120 | 20 | 90 | 210 |
| IV | 7 | 190 | 27 | 90 | 280 |
| | 27 | 940 | 35 | 360 | 1,300 |
| 1987 | | | | | |
| I | 9 | 230 | 26 | 120 | 350 |
| II | 7 | 430 | 61 | 120 | 550 |
| III | 8 | 1,420 | 158 | 120 | 1,540 |
| IV | 6 | 670 | 84 | 120 | 790 |
| | 33 | 2,750 | 83 | 480 | 3,230 |
| 1988 | | | | | |
| I | 7 | 380 | 54 | 140 | 520 |
| II | 11 | 470 | 43 | 140 | 610 |
| III | 16 | 2,150 | 134 | 140 | 2,290 |
| IV | 21 | 1,510 | 72 | 140 | 1,650 |
| | 55 | 4,510 | 82 | 560 | 5,070 |
| 1989 | | | | | |
| I | 14 | 600 | 43 | 150 | 750 |
| II | 24 | 1,100 | 46 | 150 | 1,250 |
| III | 13 | 3,410 | 262 | 150 | 3,560 |
| IV | 20 | 740 | 37 | 150 | 890 |
| | 71 | 5,850 | 82 | 600 | 6,450 |
| 1990 | | | | | |
| I | 16 | 550 | 34 | 180 | 730 |
| II | 14 | 700 | 50 | 180 | 880 |
| III | 18 | 600 | 33 | 180 | 780 |
| IV | 13 | 280 | 20 | 180 | 460 |
| | 61 | 2,110 | 35 | 720 | 2,830 |
| 1991 | | | | | |
| I | 7 | 120 | 17 | 150 | 270 |
| II | 13 | 580 | 45 | 150 | 730 |
| III | 6 | 200 | 33 | 80 | 280 |
| (to date) | | | | | |
| | 26 | 900 | 35 | 380 | 1,280 |

Source: KPMG Corporate Finance

each) and the balance divided among 12 regional directors and key staff such as foremen. The minimum allocation was £500.

No allocation was made to staff below foremen level apparently because it was thought they would not be interested. Instead, Mr Williams has introduced a profits related pay structure for staff.

Negotiations had proved

trouble-free, save for disagreements on the revaluation of Sitex's freehold property in London.

"For us the attraction of the deal was a management headed by a man whose track record we knew," said Mr Gonzor. And despite some early unease, "the three men make a good team; the chemistry was right".

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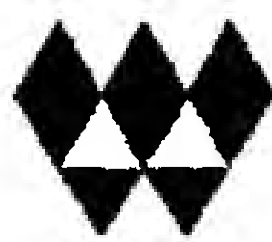
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FT ANALYSIS

A FINANCIAL TIMES INFORMATION SERVICE

OCTOBER 1 1991

FINANCIAL TIMES TUESDAY OCTOBER 1 1991

MBOs 11

RECEIVERSHIPS OF BUY-OUTS AND BUY-INS

| | '85 | '86 | '87 | '88 | '89 | '90 | Jan-June '90 | Jan-June '91 |
|----------|-----|-----|-----|-----|-----|------|--------------|--------------|
| Buy-outs | 1 | 6 | 6 | 8 | 25 | 84** | 30 | 46 |
| Buy-ins | - | - | - | 2 | 8 | 29 | 11 | 21 |

*Includes public buy-ins **Includes quoted buy-outs in receivership Source: CAMBOR

End value of smaller MBOs (£m)

| Total value (£m) | 100 | 150 | 200 | 250 | 300 | 350 | 400 | 450 | 500 | 550 | 600 | 650 | 700 | 750 | 800 | 850 | 900 | 950 | 1000 |
|------------------|------|------|------|------|------|------|------|------|------|------|------|------|------|------|------|------|------|------|------|
| 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 | 100 |
| 150 | 150 | 150 | 150 | 150 | 150 | 150 | 150 | 150 | 150 | 150 | 150 | 150 | 150 | 150 | 150 | 150 | 150 | 150 | 150 |
| 200 | 200 | 200 | 200 | 200 | 200 | 200 | 200 | 200 | 200 | 200 | 200 | 200 | 200 | 200 | 200 | 200 | 200 | 200 | 200 |
| 250 | 250 | 250 | 250 | 250 | 250 | 250 | 250 | 250 | 250 | 250 | 250 | 250 | 250 | 250 | 250 | 250 | 250 | 250 | 250 |
| 300 | 300 | 300 | 300 | 300 | 300 | 300 | 300 | 300 | 300 | 300 | 300 | 300 | 300 | 300 | 300 | 300 | 300 | 300 | 300 |
| 350 | 350 | 350 | 350 | 350 | 350 | 350 | 350 | 350 | 350 | 350 | 350 | 350 | 350 | 350 | 350 | 350 | 350 | 350 | 350 |
| 400 | 400 | 400 | 400 | 400 | 400 | 400 | 400 | 400 | 400 | 400 | 400 | 400 | 400 | 400 | 400 | 400 | 400 | 400 | 400 |
| 450 | 450 | 450 | 450 | 450 | 450 | 450 | 450 | 450 | 450 | 450 | 450 | 450 | 450 | 450 | 450 | 450 | 450 | 450 | 450 |
| 500 | 500 | 500 | 500 | 500 | 500 | 500 | 500 | 500 | 500 | 500 | 500 | 500 | 500 | 500 | 500 | 500 | 500 | 500 | 500 |
| 550 | 550 | 550 | 550 | 550 | 550 | 550 | 550 | 550 | 550 | 550 | 550 | 550 | 550 | 550 | 550 | 550 | 550 | 550 | 550 |
| 600 | 600 | 600 | 600 | 600 | 600 | 600 | 600 | 600 | 600 | 600 | 600 | 600 | 600 | 600 | 600 | 600 | 600 | 600 | 600 |
| 650 | 650 | 650 | 650 | 650 | 650 | 650 | 650 | 650 | 650 | 650 | 650 | 650 | 650 | 650 | 650 | 650 | 650 | 650 | 650 |
| 700 | 700 | 700 | 700 | 700 | 700 | 700 | 700 | 700 | 700 | 700 | 700 | 700 | 700 | 700 | 700 | 700 | 700 | 700 | 700 |
| 750 | 750 | 750 | 750 | 750 | 750 | 750 | 750 | 750 | 750 | 750 | 750 | 750 | 750 | 750 | 750 | 750 | 750 | 750 | 750 |
| 800 | 800 | 800 | 800 | 800 | 800 | 800 | 800 | 800 | 800 | 800 | 800 | 800 | 800 | 800 | 800 | 800 | 800 | 800 | 800 |
| 850 | 850 | 850 | 850 | 850 | 850 | 850 | 850 | 850 | 850 | 850 | 850 | 850 | 850 | 850 | 850 | 850 | 850 | 850 | 850 |
| 900 | 900 | 900 | 900 | 900 | 900 | 900 | 900 | 900 | 900 | 900 | 900 | 900 | 900 | 900 | 900 | 900 | 900 | 900 | 900 |
| 950 | 950 | 950 | 950 | 950 | 950 | 950 | 950 | 950 | 950 | 950 | 950 | 950 | 950 | 950 | 950 | 950 | 950 | 950 | 950 |
| 1000 | 1000 | 1000 | 1000 | 1000 | 1000 | 1000 | 1000 | 1000 | 1000 | 1000 | 1000 | 1000 | 1000 | 1000 | 1000 | 1000 | 1000 | 1000 | 1000 |

OR BUSINESS

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YSIS

PROFILE: What happened to Opella

A cautionary tale: one that went sour

TWO years ago, Mr George Humphries was enthusiastic and bullish about the prospects for Opella Mouldings, the plastics company that he, as managing director, and the rest of the directors had just bought in a management buy-out.

Now he is out of the job and out of pocket by about £75,000. Opella went into receivership in March this year.

Mr Humphries had been at Opella seven months when the buy-out was arranged. Opella is its former guise of IMI Mouldings, a subsidiary of the big Birmingham metals group, had been poorly run and did not fit easily with IMI's business.

Mr Humphries had extensive experience of plastics technology, and was brought in to sort the company out with an option to buy. Five directors and the non-executive chairman drew up the buy-out

in preparation for the liberalisation of the European market in 1992, went away. Expensive tooling was bought to make products that were subsequently unsuccessful, says Mr Talbot-Rice. New customers did not materialise.

Mr Humphries said in 1989 that the problems left by IMI delighted him because "it was in such a mess that I decided it had so much potential, particularly if I could get it at a discount".

Then Mr Humphries could reel off the company's difficulties: "They [IMI Mouldings] had got manufacturing and factoring mixed up. They had two sets of people - twice as many people as needed - and two sets of machines."

"They got people in who knew nothing about the materials: they had two or three MDs in the last year. They had 30 quality control inspectors - now we have seven."

Scrap rates were high, and some parts were costed for twice the raw material content to allow for making two."

Delta has similar metals interests to IMI with a plastics mouldings side which makes plumbing and garden items "complementary" to Opella's, says a representative.

"The recession has hit them quite hard," says the representative, adding that there was a raft of different types of data processing systems that were incompatible. "We are still working quite hard to establish our costs."

The recession has increased the casualty rate among buy-outs arranged in 1988 and 1989, says Mr Talbot-Rice.

"There are quite a few cases where pain has been extracted."

Buy-outs are "still an attractive way of making money", but SUMIT has become more cautious over which deals it picks.

"Opella was a financially attractive deal if it had worked," he says. But when further backing was needed SUMIT looked hard at the core business - "you might ask why we hadn't done that in the first place" - and decided to

plan and the deal went through in June 1989.

The deal was highly leveraged - the price of about £4.5m was paid mostly through loans from SUMIT, the equity portion being worth only about £250,000.

About 40 per cent of this was also taken by SUMIT, leaving about £150,000 to be funded by the seven buy-out team members. With Mr Humphries putting in the lion's share of £75,000, the other six had each to supply between £10,000 and £15,000.

Mr Humphries could not be contacted this week, but Mr Talbot-Rice reckons the high leverage was one of the big problems. Then the recession took its toll.

Opella supplied plastics fittings such as bathroom taps to the building trade and to DIY stores, which were badly affected when the downturn hit them in spring 1990, some cut their orders by 60 per cent, says Mr Talbot-Rice.

Mr Humphries' enthusiastic plans to make new products, such as a bathroom range targeted at continental Europe

This announcement appears as a matter of record only August, 1991

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of

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PROCURITAS

pull out.

Delta took on all the staff except Mr Humphries (who had left a few months earlier), Mr Mike Green, the chairman, and the finance director.

The new managing director, Mr Peter Taylor, and the finance director, Mr John Healey, joined from Delta.

There were about 30 redundancies, and Delta sold the DIY stores distribution side to concentrate on the wholesale trade.

When it went into receivership, Opella owed about £1m in a bank overdraft and another £3.5m to creditors - altogether, about the same amount as had been paid for it in 1989. Then, it was showing a loss of about £1m a year.

In 1989, Mr Humphries said: "There's nothing like the threat of execution to focus the mind."

He mentioned the strain that a buy-out puts on home life, and said that "you hope to do it only once".

Perhaps that was once too many.

Elisabeth Tacey

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Alan Goodenough and Norman Jones pulled off a very unusual £26 million management buy-in to establish Lyric Hotels - simultaneously acquiring eight hotels from four separate vendors.

Dr Michael Peagram and the management team at Holiday Chemical Holdings raised £23 million to acquire the inorganic chemical manufacturer William Blythe & Co - their second acquisition to be backed by institutional funding since the company completed its management buy-out in 1987.

And meanwhile in Paris, a new management team achieved a successful buy-in at the leading French jewellery retailer Histoire d'Or - and are already seeing strong growth, both organically and through acquisition.

Orville Wright was supported not only by wire and canvas, but also by the skill and dedication of his brother Wilbur.

All of the other examples were backed by County NatWest Ventures.

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Management Buyout of

Adis International

purchased from The Dun & Bradstreet Corporation

with equity provided by its

Management Team

and total debt finance of

US\$17,700,000

Senior debt provided by

BHF-Bank Kleinwort Benson Limited Westpac Banking Corporation

Mezzanine finance provided by

BHF-Bank Kleinwort Benson European Mezzanine Fund

The undersigned arranged, underwrote and placed the senior and mezzanine debt

Kleinwort Benson BHF-BANK

MANAGEMENT BUY-OUTS 12

FUNDING OF LARGER MBOs FROM AUGUST 15, 1990

| Deal leader | | Total | Equity | Mezzanine | Debt | Mezzanine arranger | Debt arranger |
|----------------------|-----------------------------|-------|--------|-----------|------|-------------------------------------|---|
| 3i | Chemical Manuf & Ref | 10 | 2 | 2 | 6 | 3i | Barclays |
| 3i | Toplis and Harding | 21 | 12 | — | 9 | — | Bank of Scotland |
| 3i | DRG Litho Supplies | 23 | 8 | 4 | 11 | 3i | Bank of Scotland |
| 3i | Bianco | 11 | 5 | — | 6 | — | Nat West |
| 3i | Gibson International | 12 | 3 | — | 9 | — | Clydesdale Bank |
| 3i | Boydorpe | 11 | 3 | 3 | 5 | 3i | Barclays |
| 3i/Bank of Scotland | Macfarlan Smith | 17 | 4 | 2 | 11 | 3i/Bank of Scotland | Bank of Scotland |
| Botts & Company | Nelson Hurst | 38 | 23 | — | 15 | — | Nat West/Bank of Scotland |
| Candover Inva | Blue Arrow Personnel | 36 | 30 | — | 6 | — | Bank of Scotland |
| Causeway Capital | Fogarty | 12 | 2 | 2 | 8 | — | Barclays |
| Charterhouse | Devro | 108 | 28 | 12 | 68 | Causeway Capital First Britannia | First National Bank of Chicago/ Industrial Bank of Japan/RBS |
| CINven | RPC Containers | 37 | 23 | — | 14 | — | Nat West |
| CINven | Field Packaging | 121 | 74 | — | 47 | — | Barclays |
| CINven | Conder Products | 34 | 24 | — | 10 | — | Samuel Montagu |
| CINven | Data Sciences | 103 | 44 | — | 59 | — | Nat West |
| County NatWest V | Morris Homes | 10 | 2 | 1 | 7 | County NatWest | Nat West |
| County NatWest V | Anglian Fast Food | 10 | 3 | 2 | 5 | County NatWest | County NatWest |
| County NatWest V | Wakebourne | 14 | 7 | 3 | 4 | County NatWest | Bank of Scotland |
| County NatWest V | Lyric Hotels | 26 | 11 | — | 15 | — | County NatWest |
| ECI | Drawlane | 12 | — | — | — | — | — |
| Euro Synergies | Eurovelin 11 | 34 | 15 | 3 | 16 | 3i | Samuel Montagu |
| Foreign & Colonial V | Kingsgrange | 17 | 9 | — | 8 | — | Barclays |
| Legal & General V | Anglian Windows | 84 | 26 | 5 | 53 | Mithras | Barclays |
| Legal & General V | Pleasureworld | 10 | 5e | — | 5e | — | Bank of Scotland |
| Mercury Asset Mgmt | BrightReasons | 18 | 10 | — | 8 | — | Samuel Montagu |
| Morgan Grenfell DC | Inversack | 40 | 11 | 3 | 26 | Morgan Grenfell | Morgan Grenfell |
| Morgan Grenfell DC | Taunton Cider | 101 | 34 | 8 | 59 | Samuel Montagu | Samuel Montagu |
| Murray Johnstone | Davenham | 10 | 3 | — | 7 | — | Nat West |
| Murray Johnstone | Eagle Taverns | 17 | 4 | — | 13 | — | Bank of Scotland |
| Murray Johnstone | Systems Reliability | 16 | 8 | — | 8 | — | Bank of Scotland |
| Noble & Co | Lambert Smith Hampton | 10 | — | — | — | — | Bank of Scotland |
| Philcrow Ventures | Utd Pressings & Fabrication | 35 | 10 | 7 | 18 | Intermediate Capital | Nat West |
| Philcrow Ventures | Sitex Security Products | 15 | 6 | 2 | 7 | Intermediate Capital | Bank of Scotland |
| Philcrow Ventures | Arncliffe Homes | 11 | 2 | 3 | 6 | Philcrow Ventures | Nat West |
| Prudential VM | PL Holdings | 24 | 8 | — | 16 | — | Bank of Scotland |
| Schroder Ventures | Fairmead | 10 | 4 | — | 6 | — | RBS |
| Schroder Ventures | English Glass | 15 | 8 | — | 7 | — | Continental |
| SUMIT | Salith | 10 | 2 | 1 | 7 | SUMIT | Barclays |
| Swiss Bank Corp | Canonbury | 15 | 4e | — | 11e | — | — |
| Yorkshire Bank DC | SMT Omnibuses | 10 | 3 | — | 7 | — | RBS |
| None / not known | Hoare Govett | 16 | 4e | — | 12e | — | — |
| None / not known | West Midlands Travel | 60 | 15e | — | 45e | — | — |
| None / not known | Goldcrest | 17 | — | — | 17 | — | Coutts |
| None / not known | LodgeCare | 13 | 5e | — | 8 | — | — |
| None / not known | MediMedia | 41 | 6 | 14 | 21 | Kleinwort Benson/ BHF | Kleinwort Benson BHF |
| None / not known | Deb Group | 12 | — | — | 12 | — | Bank of Scotland |
| None / not known | John Wilman | 12 | 1 | 4 | 7 | Bank of Scotland | Bank of Scotland |

Source: KPMG Corporate Finance

Elisabeth Tacey finds out how Conder conducted its buy-out

Financial backers initiate purchase in US style-deal

THE suggestion that the managers of Conder Products should be involved in a buy-out of the division from its parent, Conder Group, came from a slightly unusual source – the venture capitalists interested in backing the deal.

Unlike the US, where many buy-outs are initiated by the financiers, most UK deals are first proposed by the managers involved.

Conder Group, a construction business suffering from the downturn in the industry, was "desperate for cash", says Mr Brian Linden of CIN Venture Managers, a venture capital firm based in London. Conder Group wanted CINven to buy a minority stake in the division – a suggestion in which CINven was not interested.

"We are actually purchasers of businesses in cases where there is a management team

we can trust," explains Mr Linden.

CINven suggested that it buy a majority stake, the parent Conder keep a large minority stake and the managers of the division take a small holding between them. At this

'CINven has spent about £800m this year buying businesses where managers want to take a small stake and CINven has faith in them to run it'

stage the Conder Products staff were drawn into the negotiations.

The deal is "more akin to a US leveraged buy-out", says Mr Linden. He explains that CINven, set up to look after British Coal's pension fund and

now with British Rail's and Barclays' funds, has spent about £800m this year buying businesses where the managers want to take a very small stake and CINven has faith in them to run it.

CINven, says Mr Linden, is not big enough to put its own staff into the businesses to run them – but it is keen that the managers take some shares in the business to "incentivise" them.

The amount put in is a lot to the managers but may be peanuts to CINven: "Money's the last thing we need, what we want is hearts and minds," says Mr Linden.

The seven managers involved in the Conder Products buy-out have taken 5 per cent of the equity in ordinary shares, putting in "hundreds of thousands of pounds", Mr Linden says.

CINven has paid £15m to

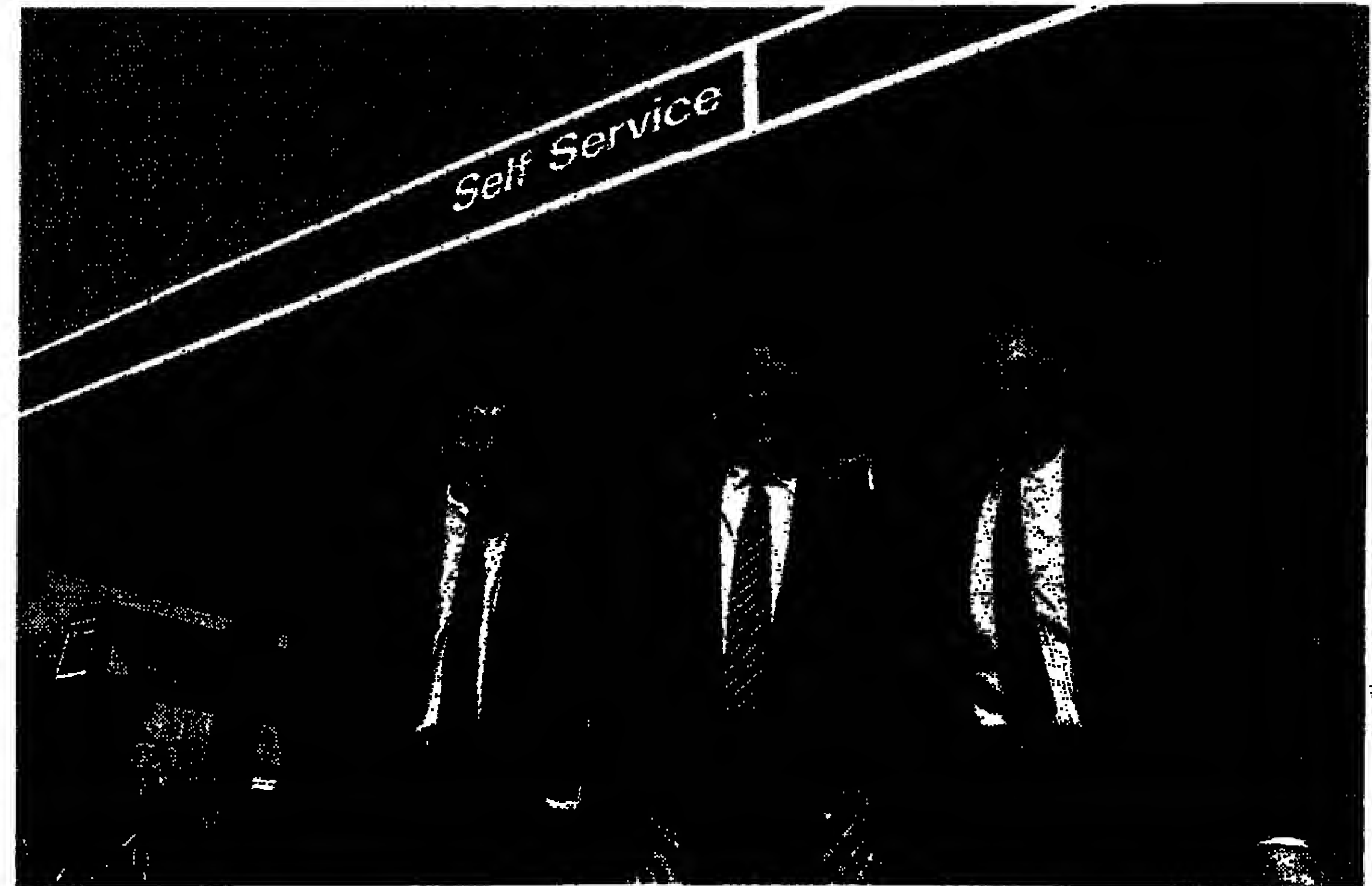
Conder Group for 56 per cent in the form of redeemable preference shares, with up to another £25m to pay before October next year, depending on future performance. Conder Group has the other 39 per cent in ordinary shares.

The managers' 5 per cent could increase to a maximum of 15 per cent of the current equity "if all went sparklingly well", says Mr Linden. Profit growth, pre-tax and interest, of "20 per cent odd" a year for the first three years would raise their holding to 10 per cent, decreasing CINven's stake by that amount, and there is a sliding scale for profits of less than that.

The last 5 per cent depends on the market capitalisation when the company is floated or sold.

"At some time there will be a natural exit", he says, but argues that because CINven's funds are not closed-end the venture capital group is "not that hung up" about the date. He expects the managers to end up with between 9 and 12 per cent of the group.

Interest is covered three times in the first year – bank debt is £7m. The deal was completed in April, changing the



The Conder team: Michael Oplin, finance director; Graham Petty, managing director; and Terry Parrick, director of administration

official name of the company to Abbotts Barton Group – after the area of Winchester where the company is based – but it will hang on to the Conder Products name for trading purposes.

Mr Linden believes that 20 per cent profit growth each year is reasonable, considering

Conder Products' business. The group designs, installs, erects and maintains furniture for garage forecourts – its main supplier is its parent, Conder Group.

It has 60 per cent of the forecourt canopy market in the UK, of which 150 need replacing each year. This makes up

half the group's business. It also sells off-forecourt tanks that separate oil from water, which are needed everywhere oil could get into the water system.

The European Community is set to tighten up the regulations in this area, making it compulsory not only to have a tank but to regularly maintain it.

Conder Products also distributes fibre-reinforced manhole covers – that are strong and light enough to allow for regular lifting – throughout Europe and the US.

Mr Linden also expects expansion of the market for fabricated convenience stores in UK garages. In the US, he says, garage owners such as Exxon are keen that all their garage shops should look the same for easy identification by customers, so they have bolt-

together fabricated housing for shops and car washes.

Conder Products both erects and maintains these shells, and Mr Linden says that "in the UK, that's going to be the

The group has 60 per cent of the forecourt canopy market in the UK, of which 150 need replacing each year. This makes up half its business

trend – we hope". Mr Graham Petty, managing director of Conder Products, says he sees the move as "a great opportunity to fully exploit our existing position within this niche market, and to concentrate on our core business."

LEADING SOLICITORS

| Deal leader | Acting for: | |
|---------------------------|-------------|-------|
| | Manager | Total |
| Clifford Chance | 65 | 26 |
| Ashurst Morris Crisp | 33 | 8 |
| Allen & Overy | 24 | 0 |
| 3i legal | 24 | 0 |
| Herbert Smith | 14 | 9 |
| Frostfields | 19 | 3 |
| Slaughter & May | 9 | 11 |
| Macfarlanes | 13 | 8 |
| S.J. Borwin | 8 | 10 |
| Alsop Wilkinson | 3 | 13 |
| Dickson Minto | 5 | 11 |
| Cameron Mackay Hewitt | 12 | 3 |
| Lovell White Durrant | 10 | 5 |
| Evershed Wells & Hind | 1 | 12 |
| Nabarro Nathanson | 1 | 8 |
| Norton Rose | 6 | 7 |
| Turner Kenneth Brown | 5 | 8 |
| Travers Smith Braithwaite | 5 | 10 |
| Linklater & Paines | 6 | 3 |
| Simpson Curtis | 1 | 8 |
| Wragge & Co | 2 | 4 |
| McGrigor Donald | 1 | 7 |
| Dibb Lupton Broomhead | 1 | 4 |
| Wilde Sapie | 5 | 1 |
| Osborne Clark | 1 | 4 |
| Simmons & Simmons | 0 | 5 |
| Taylor Joynson Garrett | 2 | 2 |
| Berwin Leighton | 2 | 2 |
| Dundas & Wilson | 2 | 2 |
| Goulders | 0 | 4 |
| Kimbell & Co | 0 | 4 |
| Theodore Goddard | 0 | 4 |
| Others | 24 | 102 |
| None/unknown/duplication | 8 | 10 |
| TOTAL | 321 | 321 |

Qualifiers in £10 million plus deals, acted in four or more, consecutive since 1991

Source: KPMG Corporate Finance

This announcement appears as a matter of record only

£101,500,000 Leveraged Acquisition & Buy-out

of ICI Soda Ash Products business in the U.K. and Kenya from ICI plc by Brunner Mond Holdings Limited (a company formed by management, institutional and industrial investors)

Byvest Advisors Ltd and Citicorp Venture Capital Ltd jointly arranged the equity, mezzanine and senior debt for this transaction in cooperation with Commonwealth Investment Co Inc and Tianguis Ltd

Equity provided by

Citicorp Capital Investors Europe Limited

EuropEnterprise '92 Limited Partnership

Byvest Limited Partnerships

The Byvest Trust

Perrice Limited

Australian Mutual Provident Society

Commonwealth Funds Management Limited

Saudi International Bank Nominees Limited

Brunner Mond were advised by

Arthur Andersen

September 1991



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BRUNNER MOND & COMPANY

£20,900,000

Mezzanine Facilities

part of the

£101,500,000

leveraged acquisition of the

ICI SODA ASH PRODUCTS BUSINESS

from

ICI PLC

Arranged and underwritten by

Intermediate Capital Group Limited

National Westminster Bank PLC

Acquisition Finance

Funds provided by

Foreign & Colonial Enterprise Trust PLC

Intermediate Capital Investments Limited

Mithras Investment Trust plc

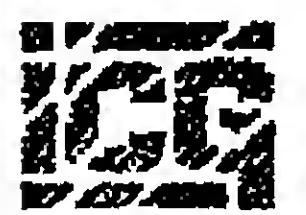
National Westminster Bank PLC

Saudi International Bank

(Al-Bank Al-Saudi Al-Alami Limited)

The Industrial Bank of Japan, Limited

3i Group plc



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49 BOW LANE, LONDON EC4M 9DL TELEPHONE 071-329 0434

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MANAGEMENT BUY-OUTS 13

Charles Batchelor looks at the best way to stage a buy-out

Professional advice vital in the process of deal-making

NEGOTIATING a management buy-out is a time of maximum tension for the management team involved. Most managers stage only one buy-out in their business lifetime so everything is new to them. And as the average size of buy-outs has fallen, the managers involved may have previously had responsibility only for small divisions or subsidiaries. They will have been far removed from the corporate centres of power where strategic and financial issues are discussed.

However, the buy-out concept has become much better understood in recent years and there are many advisers - accountants, lawyers, venture capitalists - who specialise in this field.

The first decision the managers must take is whether the business they are running is likely to be up for sale. Many have no idea of how well disposed group management would be to a buy-out, and fear putting their careers in jeopardy if they put forward a buy-out proposal which is rejected. They are also uncertain about gaining financial backing.

Finding out whether group management is willing to consider buy-outs can be achieved by making an anonymous approach through an accountant or other business adviser. The financiers who fund buy-outs prefer businesses in low technology areas with strong positive cash flows. They tend not to like high-tech businesses with uncertain prospects. Managers are most likely to get a financier and group management on their side if they are running either a non-core business, a profitable subsidiary of a cash-starved group, an underperforming business or a family-owned business with succession problems.

The managers must choose a lead professional adviser at an early stage. Some are used to handling the large deals, and charge accordingly, while others may specialise at the smaller end of the market. It is important that the managers feel comfortable with their advisers on a personal level because they will spend many months working together before the deal is completed.

The benefits of working with a professional is that he or she



can act as a buffer between the managers and the vendor. Many managers find it difficult to adopt a dispassionate negotiating stance with the boss with whom they may have worked for many years. A professional adviser can take the heat out of negotiations and can also be realistic about pointing out the strengths and weaknesses of the business which is being bought. The managers may be reluctant to criticise the operation they have been running.

The composition of the management team is also important. It will require a strong leader to steer the negotiations and the company once it is independent. A mix of other skills is also necessary, most notably in marketing, production and finance. Managers with experience of getting their hands dirty will be preferable to a team consisting entirely of people from the top echelons of the corporate ladder. The latter may have grown too used to the support systems available in a large organisation and may not be the most suitable for running an independent business.

The smaller the management team, the better if more than five or six people are involved, decision-making is slowed and

the possibility of disagreements increases. An essential of any buy-out is a realistic business plan. Managers may want to compile this with the help of their accountant but it must be mainly the work of the managers themselves.

The financiers who back buy-outs warn against over-elaborate business plans devised on spreadsheet software and running into hundreds of pages. Some plans calculate the impact of minor changes down to the last decimal point but neglect to describe essential features of the business or of the managers themselves.

The plan should ideally consist of an executive summary, the background and recent history of the business; a description of the products or services; the markets and marketing strategy; profiles of the managers; and the strategy or future development. There should be summaries of past and projected profit and loss accounts, balance sheets and, crucially, cash flows.

The management team must raise enough finance to see the business through the early years without the need for a premature and embarrassing refinancing. At the same time it must avoid saddling itself with an impossible burden of debt. The banks now take a more cautious attitude to buy-outs and are unlikely to go along with plans requiring an unrealistic amount of loan finance.

The managers will be expected to invest a sum which may be sizeable in terms of their own personal wealth but will be small in terms of the overall financing package. Individual managers might be asked to provide between £25,000 and £50,000. The financial backers are usually happy to reward

managers out of proportion to their financial input because they believe the managers will be motivated to do well by the business.

Ratchets, whereby managers rewarded with a larger stake in the company if they meet performance targets, have fallen out of favour recently, although some managers might find themselves asked to enter a ratchet deal. The reason for the unpopularity of ratchets is that they are regarded as promoting short-term thinking by management.

It might seem strange to managers negotiating their independence to start thinking about selling their company after a few years. Most investors, however, will be basing their financial calculations on an "exit" in three to five years' time. Managers usually expect to float their company on the stock exchange if it does well, but the most common exit route is a trade sale to another company. Managers must be prepared for the loss or limitation of their independence or start planning an alternative - such as buying in the outside investors' shares.

However exhausting the negotiations, they are only the start of the buy-out process. Once the deal has been done, managers have to learn the skills of running an independent company.

Useful reading: *Management buy-outs and buy-ins*, Coopers & Lybrand Deloitte, free; *Management Buy-Outs*, Second Edition, by Ian Webb, Coney, £35; *Management Buy-Outs & Buy-Ins*, by David Franks and Lance Blackstone, Kogan Page, £17.95.

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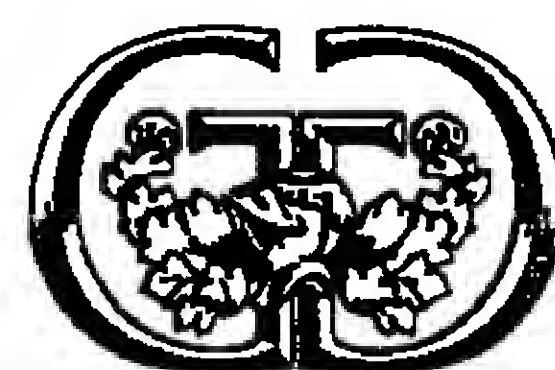
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LARGER MANAGEMENT BUY-OUTS 1981/91 BY SIZE

(Total funding in £m)

| £m | 1981/84 | 1985/86 | 1987 | 1988 | 1989 | 1990 | 1991 (to date) |
|---------|---------|---------|------|------|------|------|-------------------|
| 10-25 | 16 | 17 | 14 | 13 | 24 | 37 | 40 |
| 25-50 | 6 | 7 | 6 | 6 | 12 | 16 | 12 |
| 50-100 | 2 | 5 | 4 | 8 | 8 | 10 | 5 |
| 100-250 | 1 | 2 | 6 | 5 | 5 | 3 | 1 |
| 250+ | 1 | 1 | 2 | 5 | 3 | 1 | 1 |
| | 25 | 23 | 27 | 33 | 55 | 71 | 61 |
| | | | | | | | 26 |

SOURCE: KPMG Corporate Finance

This announcement appears as a matter of record only

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Management Team

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Senior debt provided by

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BHF-Bank

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BHF-Bank

Kleinwort Benson European Mezzanine Fund

The undersigned arranged, underwrote and
syndicated the senior and mezzanine debt

Kleinwort Benson

BHF-BANK

MANAGEMENT BUY-OUTS 14

A look at the latest in buy-out reading matter

Book round-up

THE growing popularity of management buy-outs has prompted a wealth of guides intended to help managers assess the opportunities and the pitfalls.

Management teams will still need to take professional advice, but the instruction manuals available can help them through some of the choices they face before calling in the professionals. They also provide pointers to the choice of adviser.

■ The most comprehensive and most up-to-date is *The Economist Intelligence Unit's Management Buy-Outs 1991/92* (Volume I, 320 pages plus Volume II, 288 pages, £26). This is the sixth edition of this guide, which has been expanded to two volumes to take in buy-outs in continental Europe and to provide a list of deal-makers and financiers throughout Europe.

This is a book for both the student of buy-out trends and the manager looking for practical assistance. The market overview is provided by Mike Wright from Nottingham University's Centre for Management Buy-Out Research, while advice on how to do a deal comes from Lance Blackstone of accountants Blackstone Franks.

National experts provide descriptions of six continental European markets and hints on how transactions are negotiated locally.

Mr Wright traces the growth of buy-outs in continental Europe to the point where, although the combined total of continental deals by number is still smaller than in the UK, they now exceed in value the deals being done in Britain.

The UK remains, however, the best developed individual buy-out market with tax and legal structures which are adapted to the requirements of the market and a wealth of financial and advisory specialists who are available to do the deals.

In continental Europe France, Sweden, Denmark and the Netherlands have proved the most supportive environments for buy-outs, while Spain, Italy and Germany remain the laggards. Activity is determined by the different business cultures, the availability of information, sources

Management Buy-Outs 1991/92

6TH EDITION
VOLUME II -
THE DIRECTORY

Revised and
expanded to
include major
European
markets

Volume II of Management Buy-Outs 1991/92

of finance, ownership structures and the sophistication of stock markets.

Turning to the practicalities of staging a buy-out, Mr Blackstone says that many deals are frustrated by problems of communication, personality clashes and a failure to rise above vested interests rather than for any sound economic reason.

Avoid spending a great deal of time and money on professional fees until you are fairly sure the deal is feasible, he says. Do not agree a price at an early stage until you are sure you can raise the finance and that all the members of the team are committed to going ahead.

■ More modest in its scope is the *Director's Guide to Management Buy-Outs* (Institute of Directors, 76 pages, £9.95). This provides a more straightforward, text-book style description of many of the issues raised by a buy-out, including the nature of a director's duties.

The period immediately after the buy-out tends to be one of euphoria as the pressure of

negotiations is off and management can get back to the business, the guide notes.

But it is important that the management gaps left by the sudden removal of those services previously provided by head office (buying, marketing, personnel) are quickly filled.

The veil of secrecy which surrounded the buy-out negotiations must be lifted and staff must be told what is happening if they are not to become confused and possibly demotivated.

They may feel that their careers are no longer as secure because they are now working for a smaller, independent company. This is a real fear, given that many buy-outs lead to cuts in staff numbers, at least in the early stages of the process.

■ A more briskly written resume of many of the problems facing the would-be buy-out manager is provided by *Management Buy-Outs & Buy-Ins* (Kogan Page, 160 pages, £17.95).

David Franks and Lance Blackstone (who also contributed to the Economist guide)

tackle their subject in the shape of more than 120 section headings which are framed as questions.

This format is intended to allow the reader to dip in and out of the book quickly and conveniently as the deal progresses.

The answer to the question "What can we do to stop the vendor competing with us?" is "not a lot", even if specific provisions have been made in the sale agreement.

The courts are often reluctant to enforce restraint of trade clauses, particularly if they are too wide.

To be accepted as reasonable, the clause will probably require a time limit, a tight definition of the trades excluded and possibly a limitation to existing customers.

The surest defence, the guide suggests, is to make sure that you take over essential plant, trade marks, patents and contracts, and to buy up stocks of items with limited availability.

Negotiating a buy-out can take between 12 and 24 months from the time it is first seriously discussed to when the management takes over. This places great pressures on the managers who must continue to run their business in the meantime.

At one moment all may appear to be going well and the next the entire deal may appear on the verge of collapse, the authors warn.

■ A less hurried approach to the subject of buy-outs is taken in *Management Buy-Outs: A Guide for the Prospective Entrepreneur* (Second edition, Gower, 194 pages, £35) by Ian Webb, who has a City and commercial background.

Mr Webb provides a lucid description of the main technical and practical issues that are involved, although for a cover price of £35, the scope of this book is rather limited.

After recounting the history of the buy-out, he moves on to the practical problems facing the manager. While at first sight it appears obvious that the parent company must be willing to sell, some managers forget the obvious in the excitement of the deal. Half the deals which get as far as the financing stage fail because the owner will not sell, Mr Webb notes.

In companies where buy-outs are a novelty and the decision-making process unclear, managers may find it necessary to lobby discreetly in favour of a buy-out before openly declaring their intentions, he warns.

Charles Batchelor

COMPARISON OF LISTED AND UNLISTED MBOs OVER £10m

| | Number | | | Value (£m) | | |
|---------|--------|--------|----|------------|--------|----|
| | Total | Listed | % | Total | Listed | % |
| 1981-84 | 25 | 1 | 4 | 890 | 310 | 36 |
| 1985 | 23 | 2 | 8 | 870 | 70 | 8 |
| 1986 | 27 | 2 | 7 | 940 | 30 | 3 |
| 1987 | 33 | 4 | 12 | 2,750 | 400 | 17 |
| 1988 | 55 | 8 | 11 | 4,510 | 940 | 21 |
| 1989 | 71 | 12 | 17 | 5,550 | 3,780 | 65 |
| 1990 | 81 | 4 | 7 | 2,110 | 170 | 8 |
| 1991* | 26 | 1 | 4 | 900 | 20 | 2 |
| TOTAL | 321 | 32 | 10 | 18,790 | 5,960 | 31 |

(to date)

Source: KPMG Corporate Finance

Charles Batchelor finds high risk is a deterrent to backers

Management buy-ins fall out of favour

MANAGEMENT buy-ins, regarded until 18 months ago as an important new growth market for the buy-out specialists, have fallen rapidly out of favour.

The difficulties of matching buy-in managers with a suitable target company and the poor performance of completed buy-ins have contributed to a speedy disillusionment among many deal-makers. Unlike buy-outs, where the management team is taking over a company that it knows well, buy-ins involve outside managers who

more carefully at a buy-in proposition and might be less generous in providing funding, says Mr Anton Fawcett, in charge of buy-out finance at the bank.

The most significant problems experienced by buy-ins surveyed by the Nottingham Buy-Out Centre were a rise in the cost of finance (the survey was completed before interest rates began to decline) and the discovery of "skeletons in the cupboard", a difficulty not encountered by buy-out managers who know the company intimately.

Smaller private companies, in particular, often had unsophisticated systems of financial control, and in some cases the vendor, let alone the purchaser, was not aware of stored-up problems.

In addition, buy-in managers often had a big company background and were not familiar with the problems of running a small independent company, according to the study.

The buy-ins most likely to underperform were the very small ones which had been bought from private, rather than public companies, and which were operating at a loss at the time of the deal.

The study suggested several ways to reduce the risks associated with buy-ins. The purchasers should carry out a

are unfamiliar with the business.

"Buy-ins were predicted to grow rapidly, but I think the industry has been disappointed"

"Buy-ins were predicted to grow rapidly, but I think the industry has been disappointed"

It will take some time before a final conclusion can be reached on the potential of buy-ins

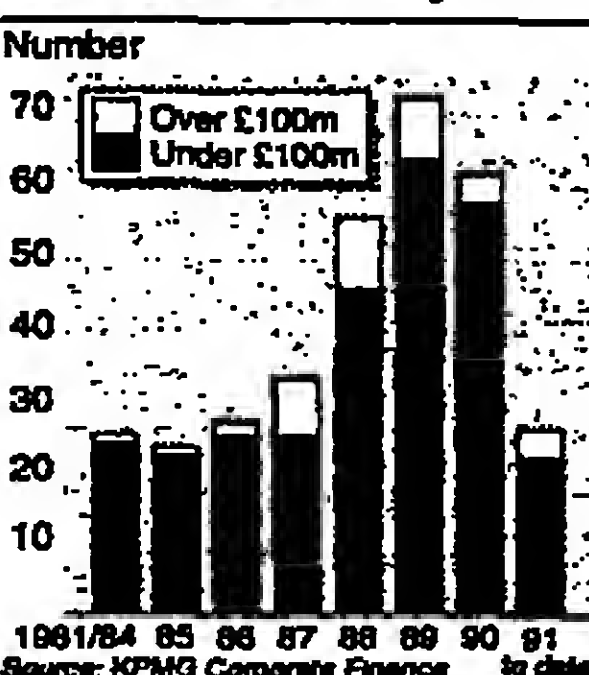
more intensive analysis of the target company, talking to customers and suppliers as well as to the vendor, and defer part of the purchase price until any potential problems had been uncovered. Extra insurance should be taken out to cover legal costs, while close attention should be paid to warranties.

Since buy-ins on any significant scale are a more recent phenomenon than buy-outs, it will take some time before a final conclusion can be reached on their potential, the Nottingham researchers noted. Despite problems of underperformance, the managers surveyed remained enthusiastic about the concept.

With unemployment expected to continue to rise in the coming months, the supply of managers available to stage a buy-in seems set to increase. This is no guarantee, however, of a revival of the popularity of the buy-in. Matching managers with companies and making profits once the buy-in has been completed will remain significant barriers.

**Management Buy-Ins*, by K. Robbie, M. Wright and B. Chittin. Available from Touche Ross, Hill House, Little New Street, London EC4A 3DF plus VAT.

Management buy-outs



UK MANAGEMENT BUY-OUT EXITS

| Year | Floated | Trade sale | MBO/ MBI | Receiv. ship** | No. exit** | Total |
|------|---------|------------|----------|----------------|------------|-------|
| 1981 | 17 | 23 | 4 | 10 | 54 | 143 |
| 1982 | 23 | 30 | 5 | 10 | 109 | 237 |
| 1983 | 25 | 35 | 4 | 14 | 135 | 254 |
| 1984 | 19 | 48 | 6 | 11 | 183 | 277 |
| 1985 | 24 | 37 | 5 | 15 | 179 | 283 |
| 1986 | 17 | 46 | 7 | 13 | 233 | 315 |
| 1987 | 15 | 43 | 6 | 30 | 250 | 344 |
| 1988 | 7 | 27 | 2 | 19 | 320 | 375 |
| 1989 | 0 | 10 | 3 | 29 | 332 | 374 |

*Includes USRA, Third and OTC markets, reverse-takeovers and floater exits which were subject to trade sale etc. **Includes re-takeovers

Source: CMBON

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SAATCHI AGREES SALE OF THE HAY GROUP TO MANAGEMENT

Advertising agency Saatchi & Saatchi has agreed the sale of its Hay Group management consultancy to a group made up of Hay Group Management and institutional investors led by CIN Venture Managers Ltd.

With their expertise of management buy-outs, senior debt providers Bank of Scotland were able to structure a financial package to suit the partners' plans.

Hay is one of the world's largest human resource consultancies, with more than 2,000 offices operating in 29 countries.

HOZELOCK IN £24m BUY-OUT

Bucks based specialist garden equipment business, Hozelock, has been bought out by a management team led by David Codling.

Loan finance was provided by Bank of Scotland, a bank with a proven track record in management buy-outs.

Hozelock was formed in 1959 to exploit the design of the world's first all plastic garden hose connector. A recent offer to buy the company led to management deciding to make a bid.

Turnover has risen from £17m to £25m in the past two years. Independence would allow Hozelock to realise its full potential Mr Codling said.

Loan finance was provided by Bank of Scotland.

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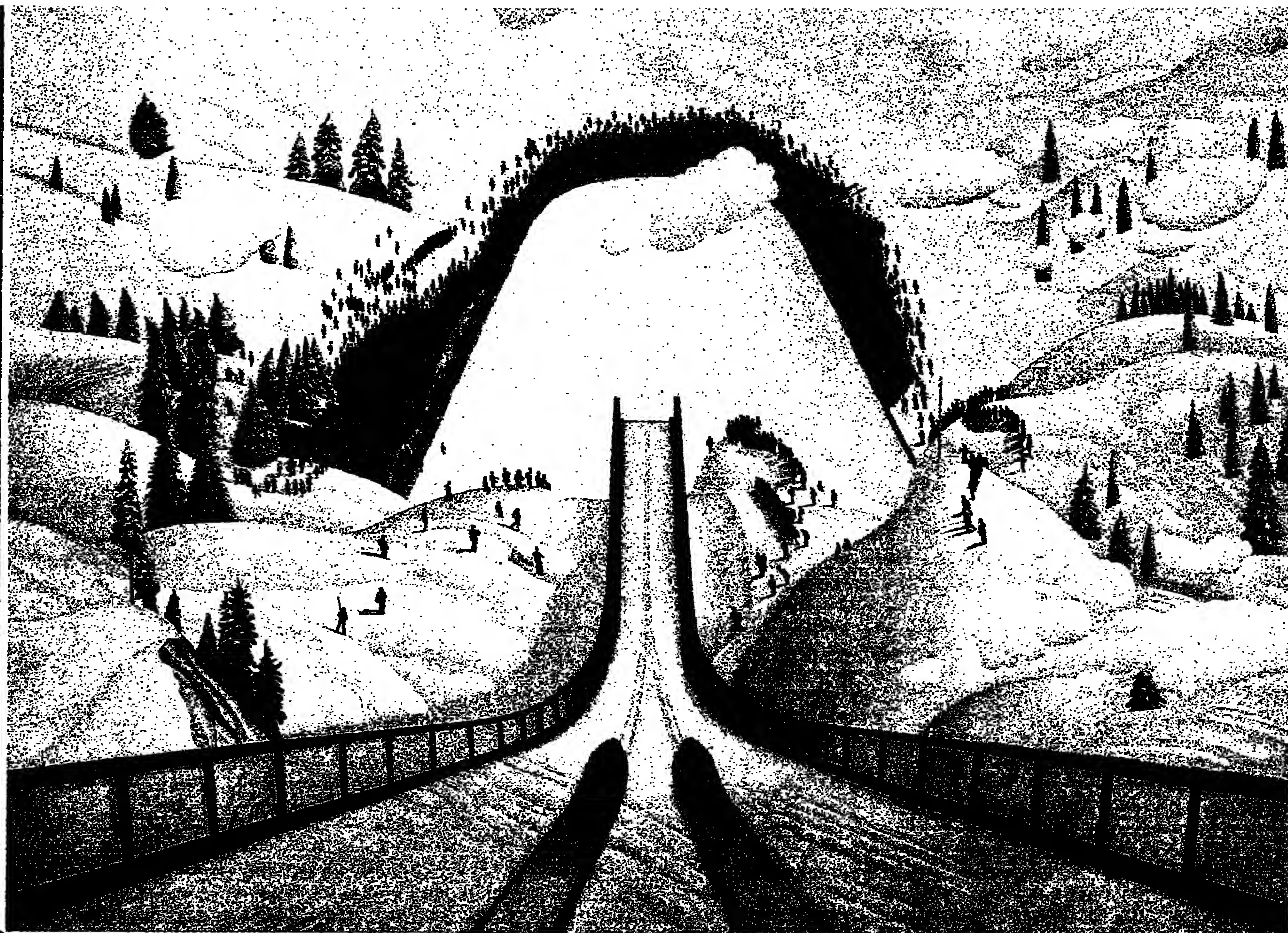
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company catches a cold, junior goes down with it too.

No matter how healthy your underlying business prospects may be.

How can a company that finds itself in this situation get back up where it belongs?

Phildrew Ventures could be the answer. We are a small group of businessmen who specialise in helping talented management teams to buy themselves out from corporate ownership.

Because we're not a stuffy city institution, our

interests are wider than just the immediate financial details of any deal. In fact, we pride ourselves that by putting our heads together with yours, we can help you develop the long term business and investment strategies, your company needs.

Unlike a lot of people in this field for instance, we take the trouble to stay involved after the buy out, to help with future acquisitions and capital requirements.

We can sometimes help out with introductions to new trading contacts too.

And being a small close knit team, we're flexible enough to make big decisions very quickly indeed.

So far we've helped to organise more than fifty major buyouts this way.

Giving the managements concerned precisely what they have always wanted; the chance to get up off the floor and get on with it.

PHILDREW VENTURES
Creative Capital for Management Buy-Outs

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